

THEY ARE X-FACTOR--
MUTANTS BORN WITH
A WILD-CARD IN THEIR
GENETIC STRUCTURE THAT
GIVES THEM MORE-THAN-
HUMAN POWERS.

UNTIL RECENTLY, UNDER THE
DIRECTION OF X-FACTOR'S
PUBLIC RELATIONS EXPERT,
CAMERON HODGE, THEY
PRETENDED TO BE HUMAN
MUTANT-HUNTERS...

...WHILE SECRETLY COL-
LECTING A GROUP OF
YOUNG MUTANTS AND
TRAINING THEM IN THE
USE OF THEIR POWERS.

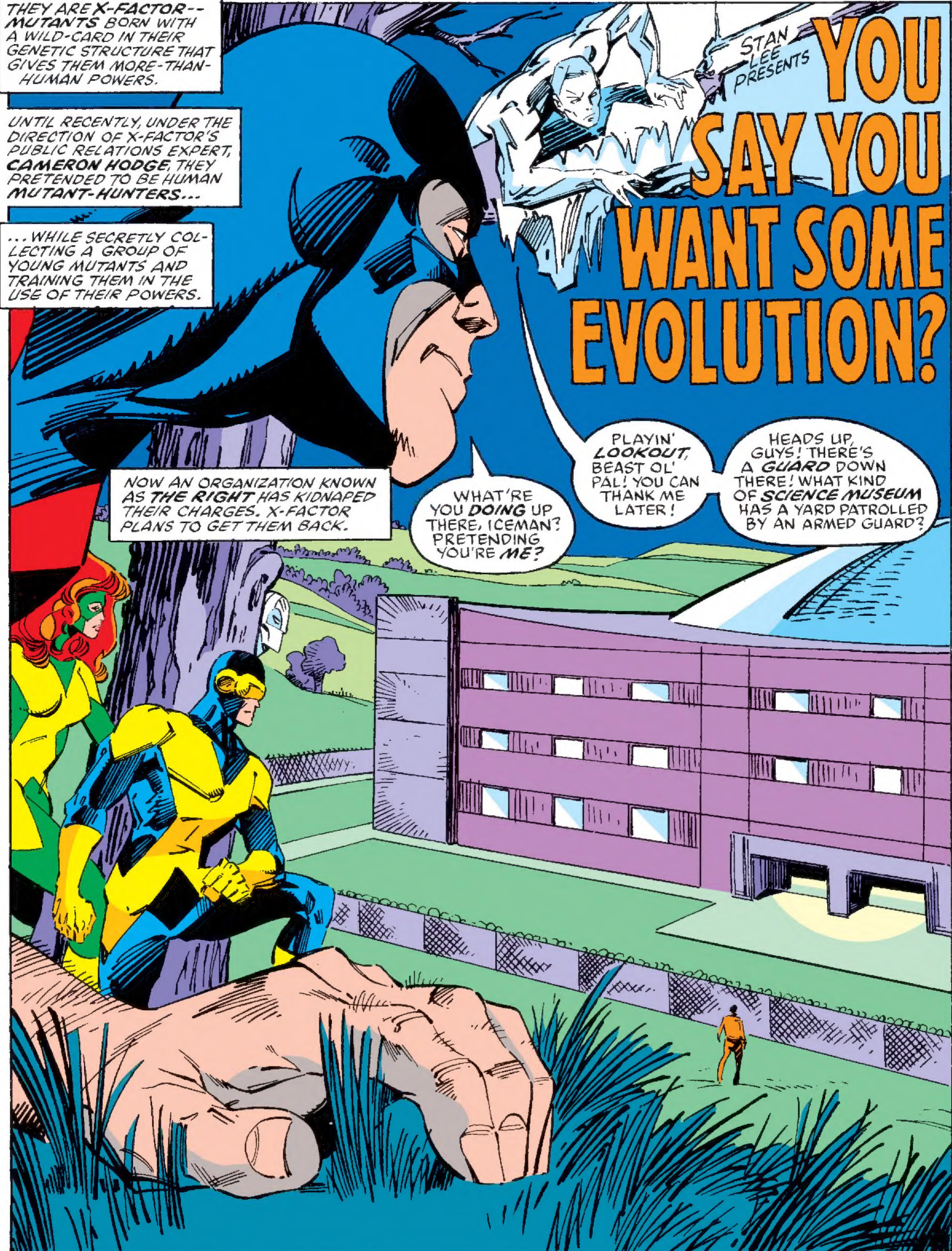
NOW AN ORGANIZATION KNOWN
AS THE RIGHT HAS KIDNAPED
THEIR CHARGES. X-FACTOR
PLANS TO GET THEM BACK.

WHAT'RE
YOU DOING UP
THERE, ICEMAN?
PRETENDING
YOU'RE ME?

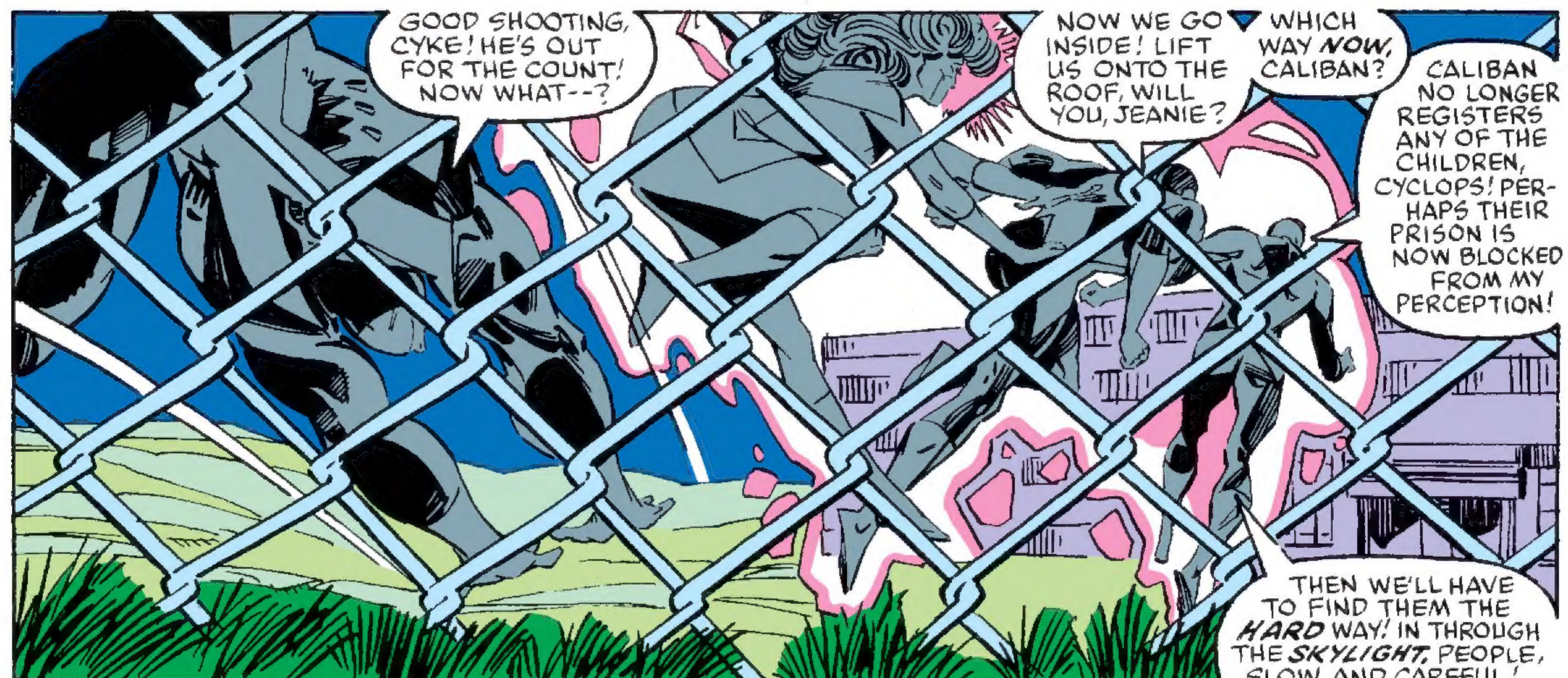
PLAYIN'
LOOKOUT,
BEAST OL'
PAL! YOU CAN
THANK ME
LATER!

HEADS UP,
GUYS! THERE'S
A GUARD DOWN
THERE! WHAT KIND
OF SCIENCE MUSEUM
HAS A YARD PATROLLED
BY AN ARMED GUARD?

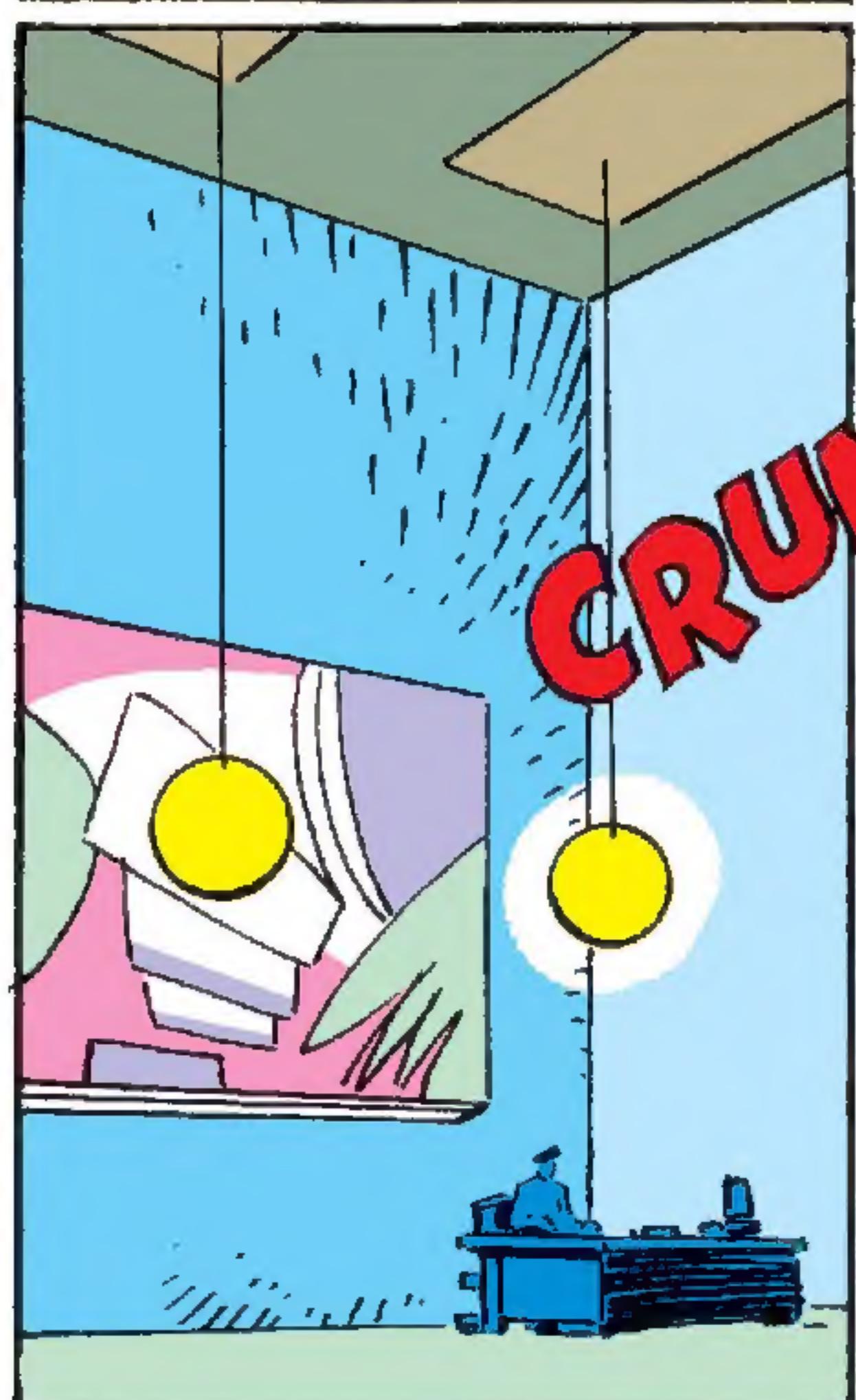
STAN LEE PRESENTS YOU SAY YOU WANT SOME EVOLUTION?



WRITER LOUISE SIMONSON PENCILER WALTER SIMONSON INKER BOB WIACEK LETTERER JOE ROSEN COLORIST PETRA SCOTESE EDITOR BOB HARRAS EDITOR IN CHIEF TOM DEFALCO

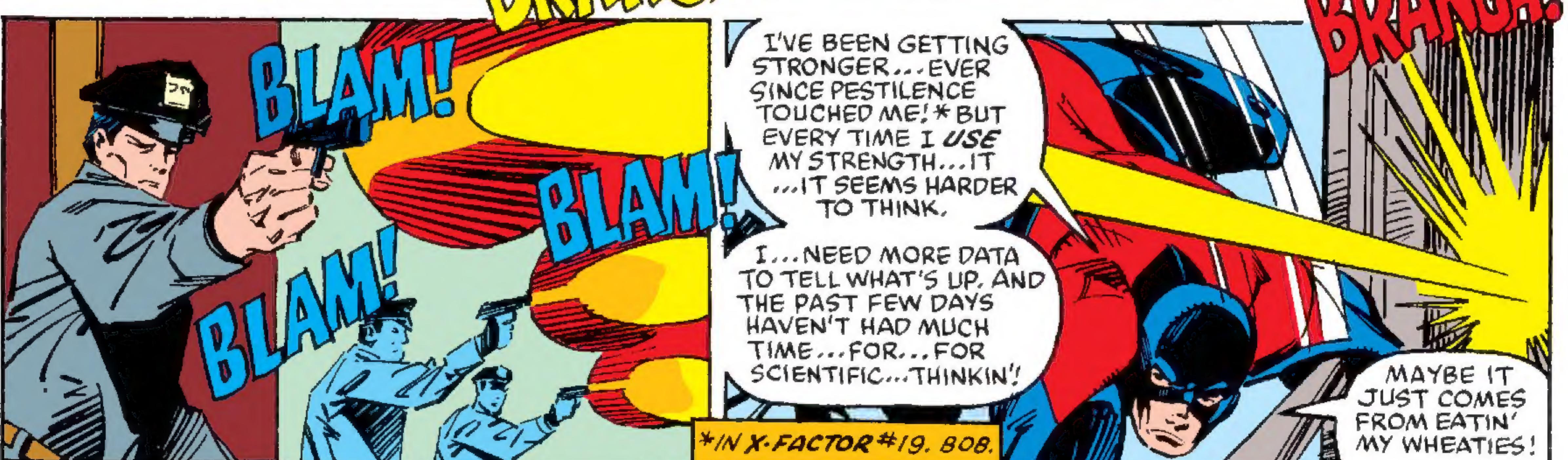


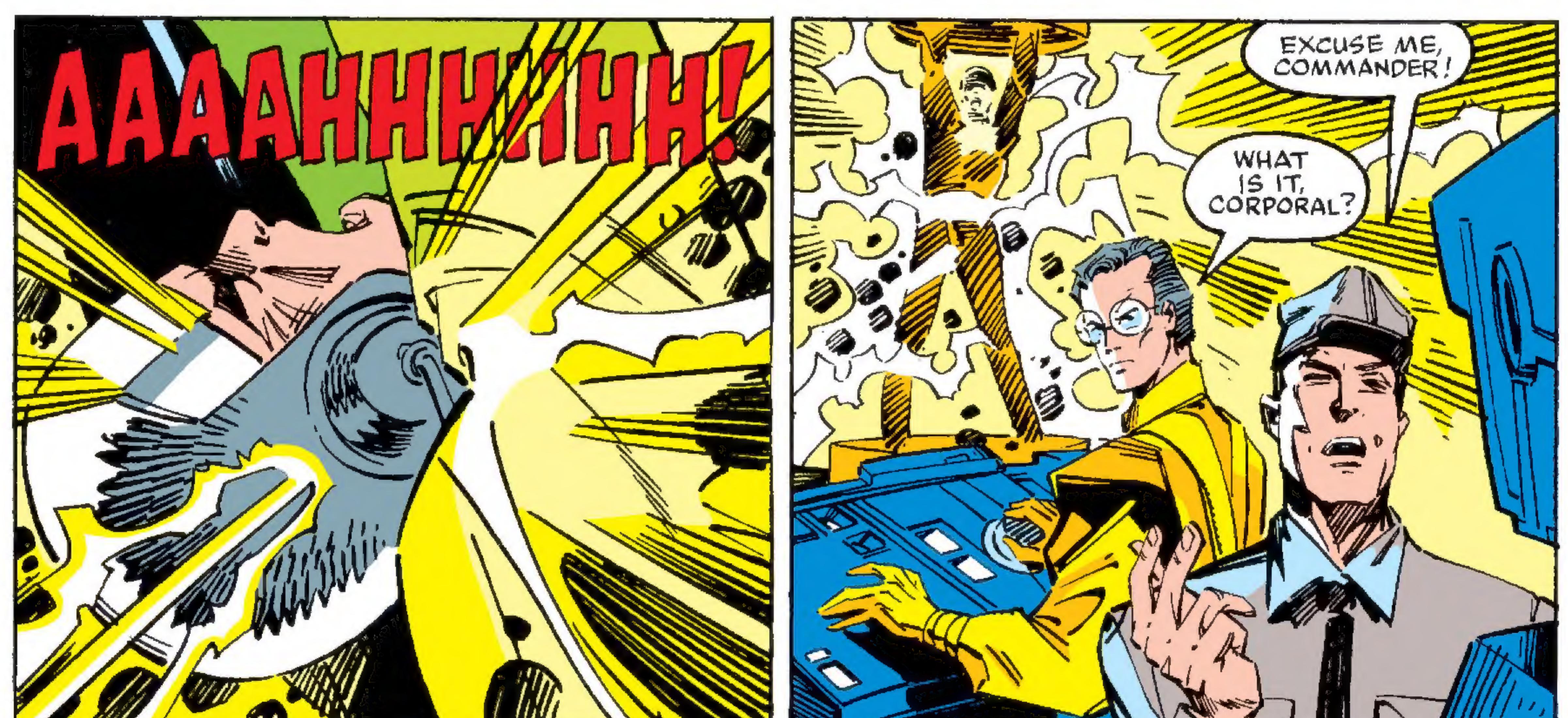
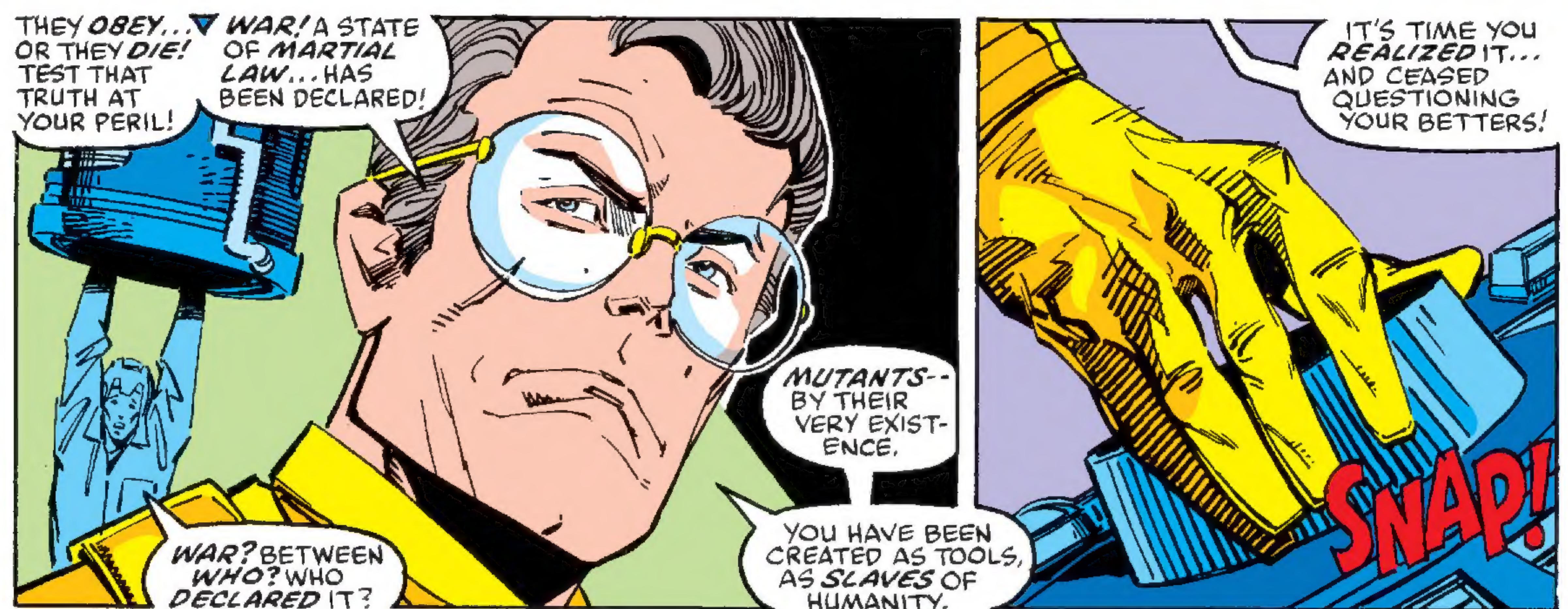
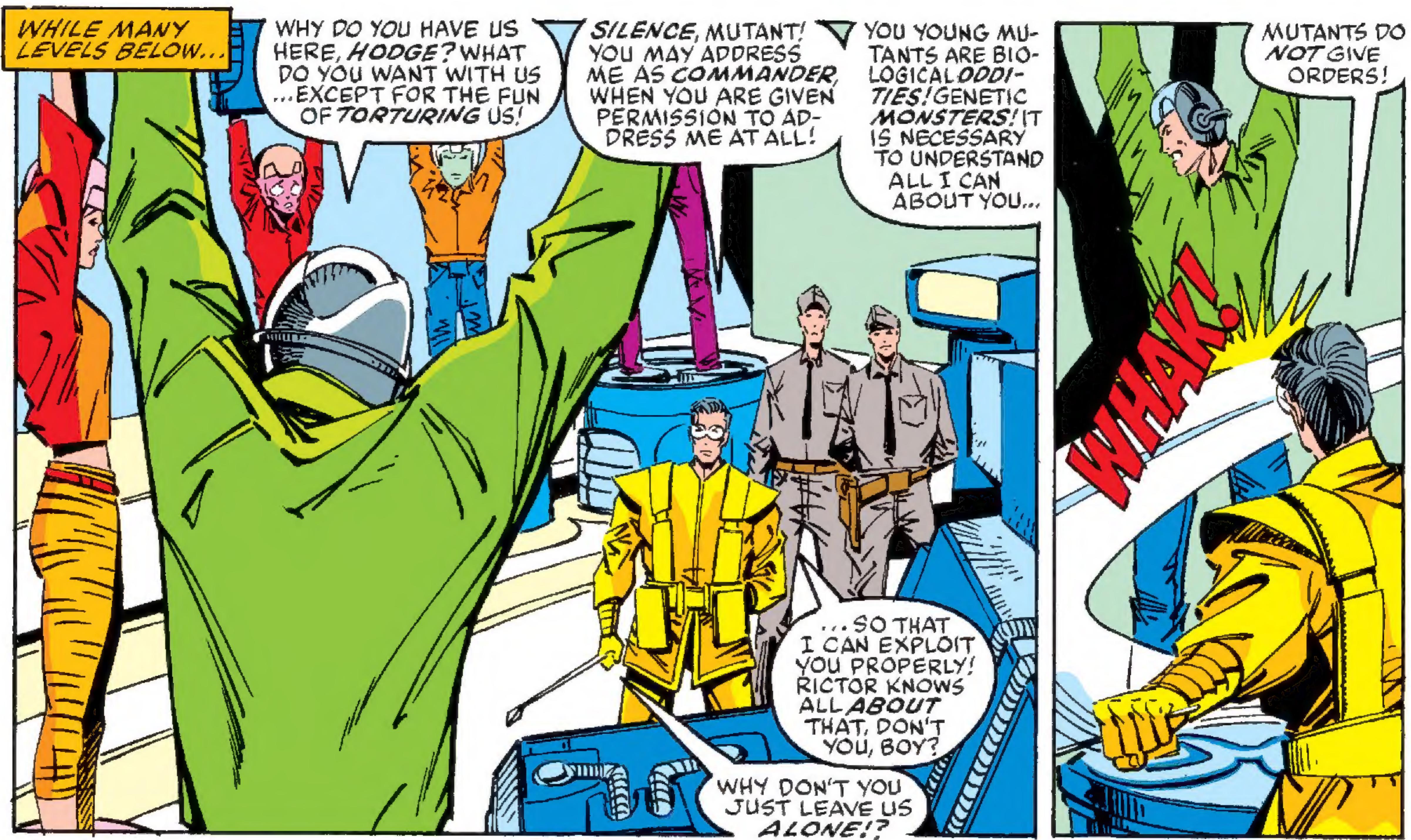
"WE WANT TO KEEP OUR PRESENCE HERE A SECRET FOR AS LONG AS POSSIBLE!"



I'LL ASK THE QUESTIONS, PAL! YOU HAVE SOME PRISONERS HERE--CHILDREN!







INTRUDERS
REGISTERING
ON THE
SECURITY
SCREEN, SIR!
IN SECTOR
412!

HA! HA! HA!
HA! HA! HA!

SO THEY HAVE ARRIVED!
THE FOOLS! AS I HAD HOPED!
AS I PREPARED FOR SO
ELABORATELY!

I WISH I COULD
SEE THE SCREEN.
MAYBE X-FACTOR'S
COME TO SAVE US!

SAVE YOU? YOU STILL
DON'T COMPREHEND THE
HOPELESSNESS OF YOUR
POSITION HERE!

I HOPED...
BUT I GUESS
IT CAN'T BE
X-FACTOR! HOW
COULD THEY
EVEN KNOW
WHERE WE ARE?

GUARD THE DOORWAY.
IF UNAUTHORIZED
PERSONNEL APPEAR...
OR IF I HAVE NOT RE-
TURNED IN TEN MINUTES
--KILL THEM!

CALIBAN
WASN'T DEAD
...I THINK.
HE COULD
LED THEM
HERE!

YOU
THINK!

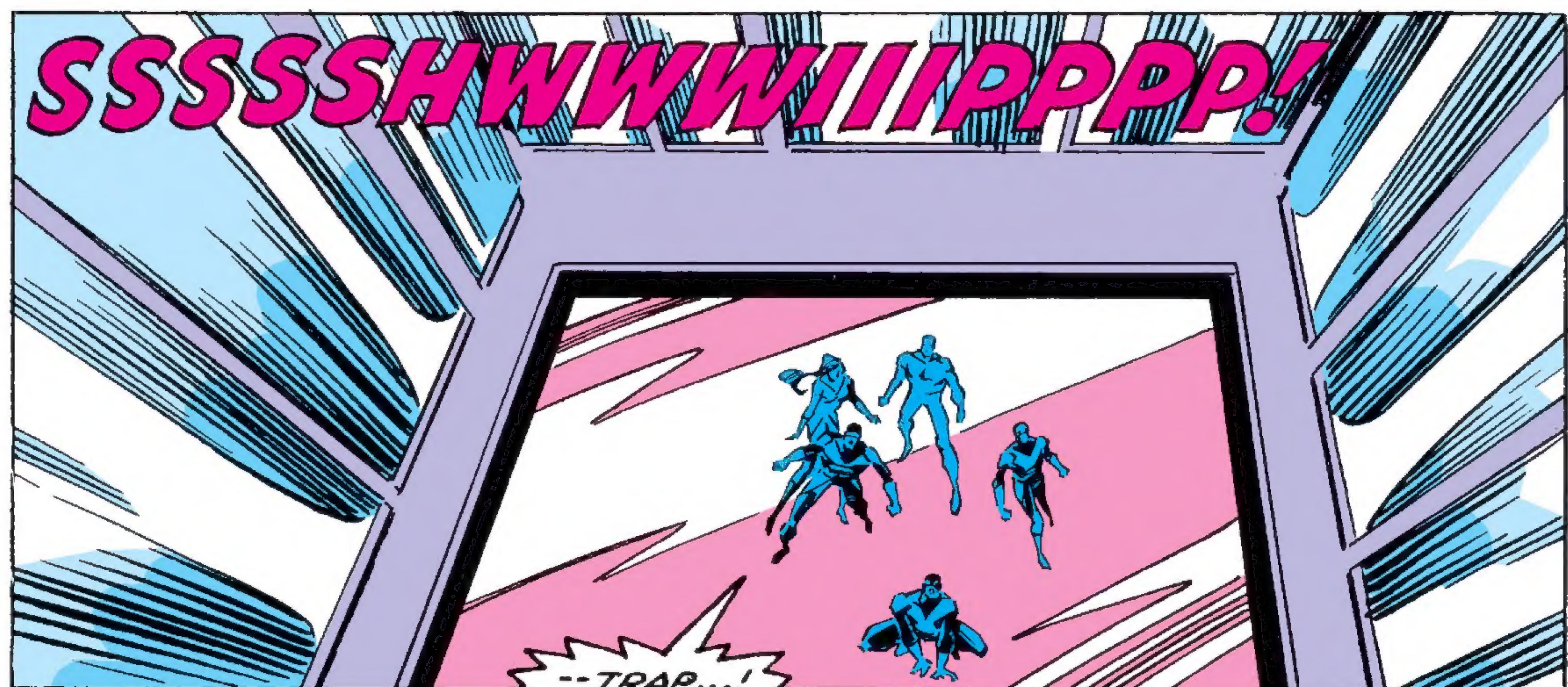
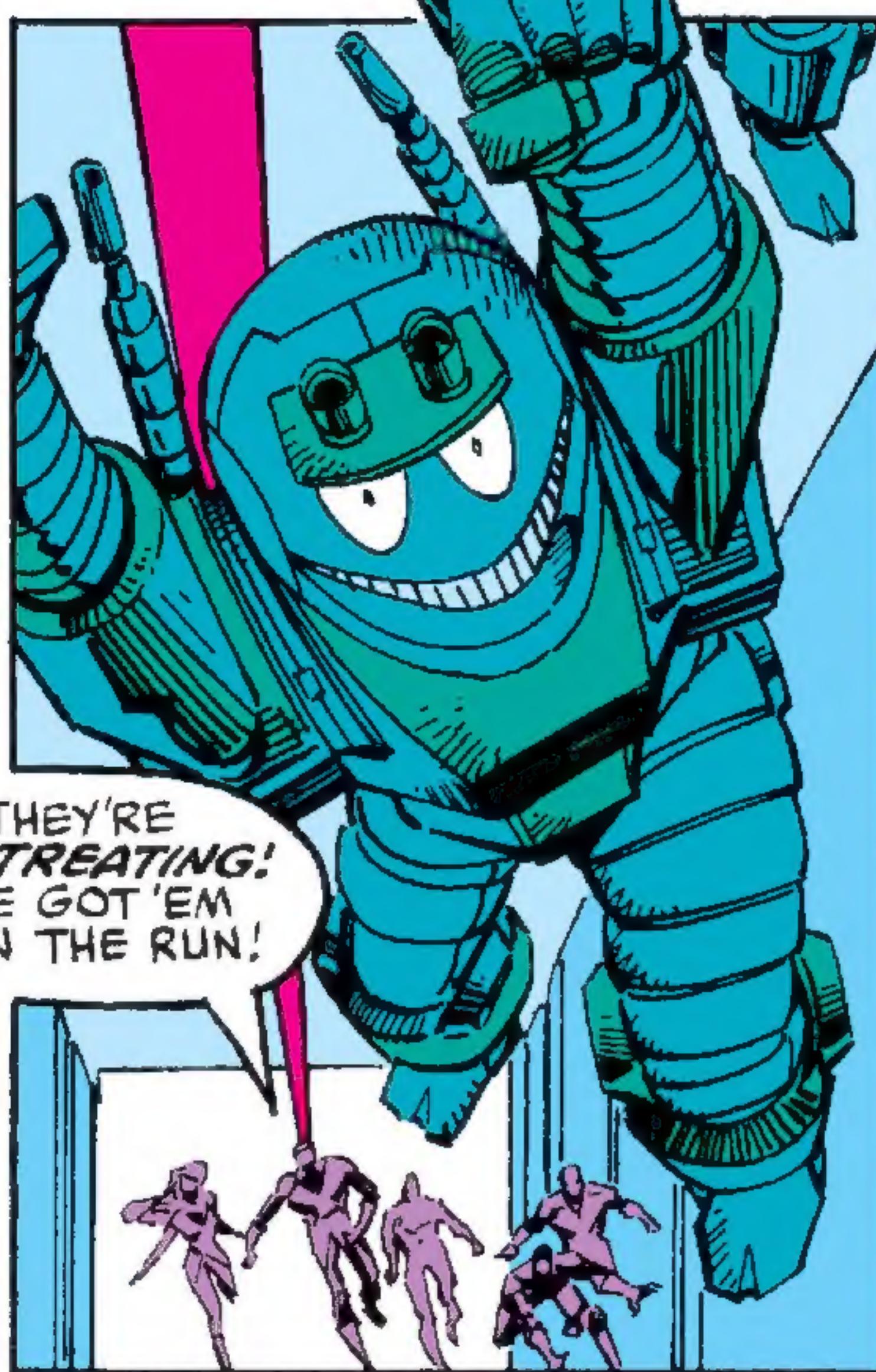
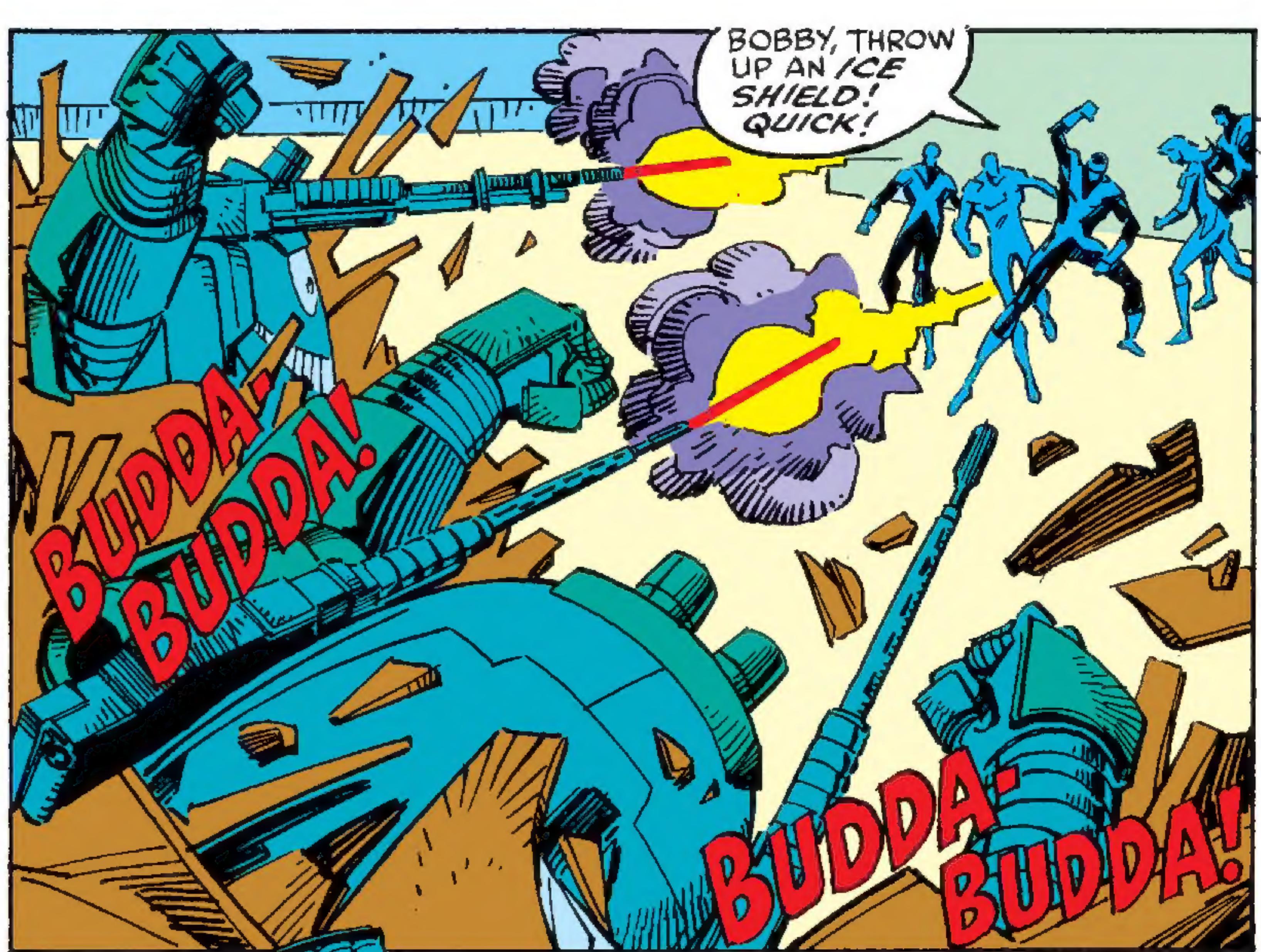
IT... IT'S LIKE
THAT CHESS
GAME WE PLAYED
WITH HANK,
REMEMBER?

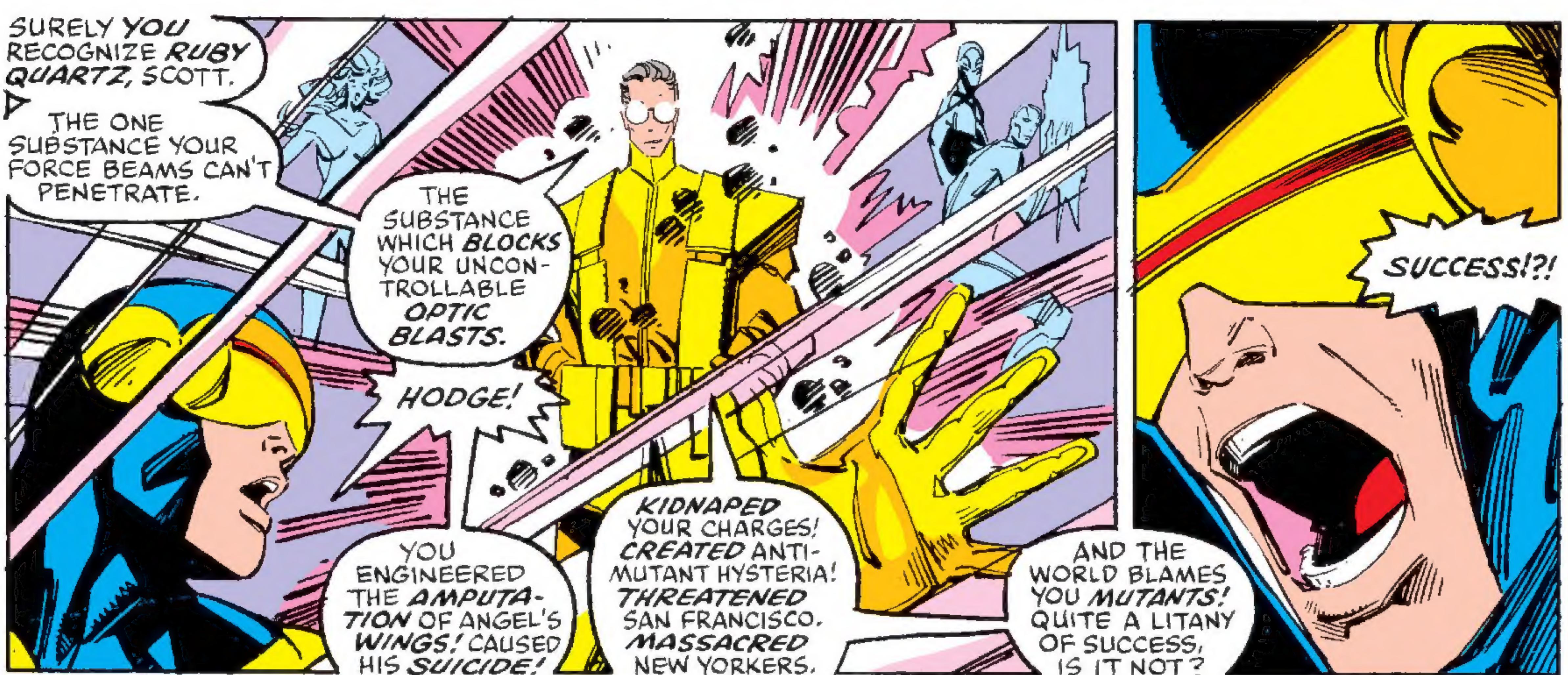
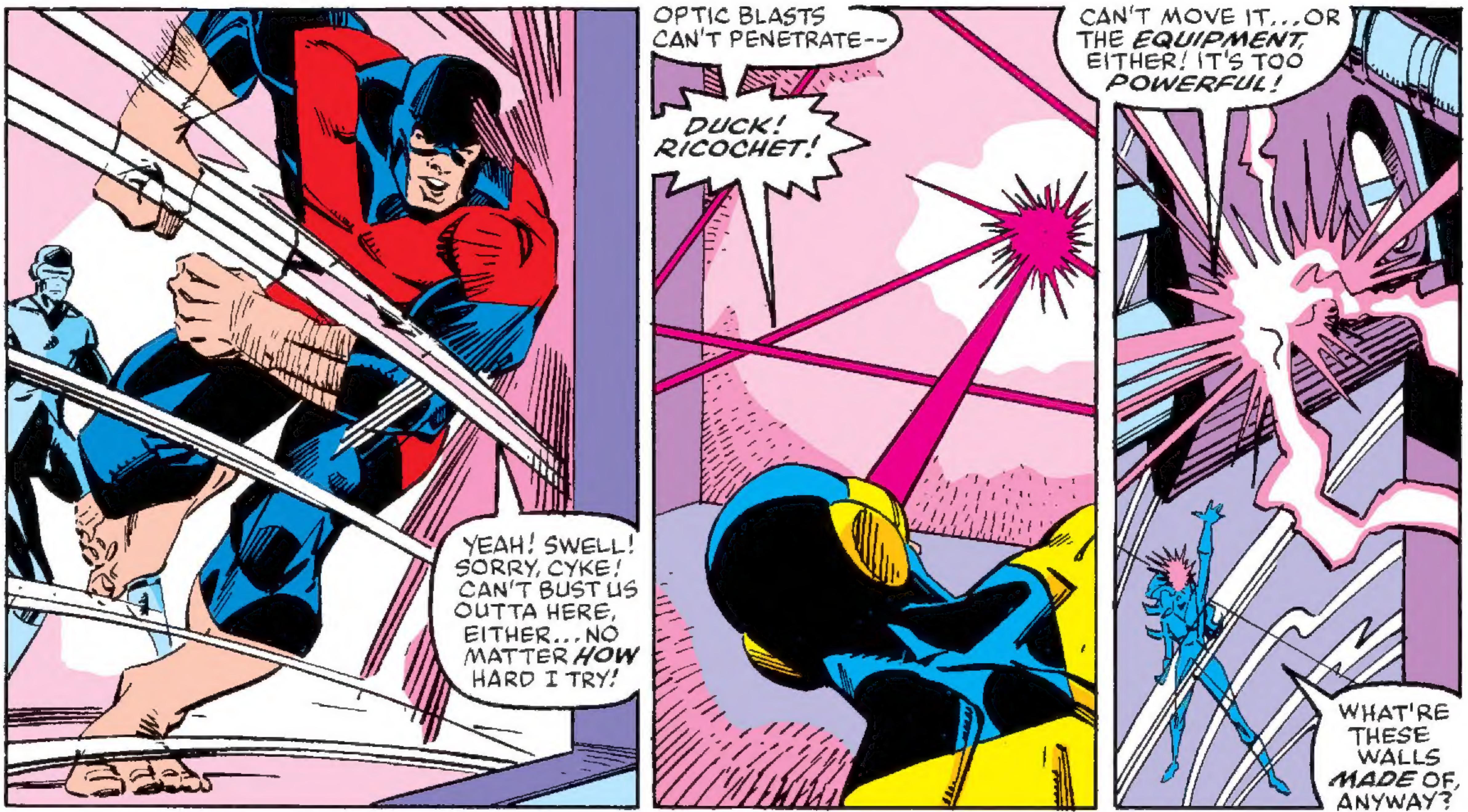
IT LOOKED LIKE
OUR KING WAS
TRAPPED, LIKE
THERE WAS NO
WAY OUT, BUT
HANK SAID
THERE WAS.

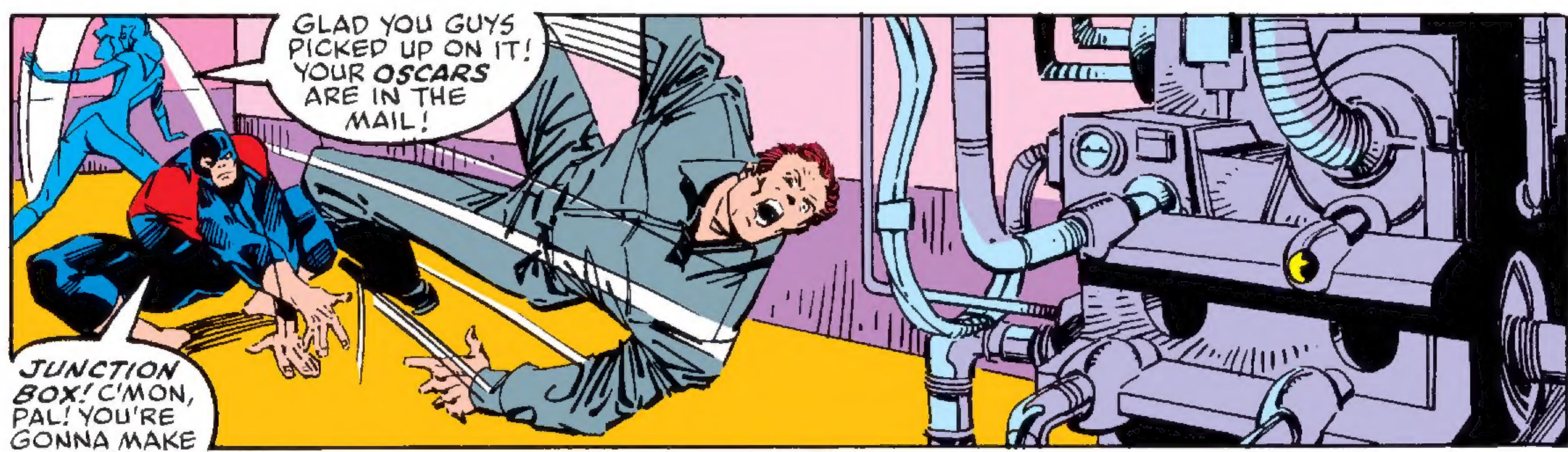
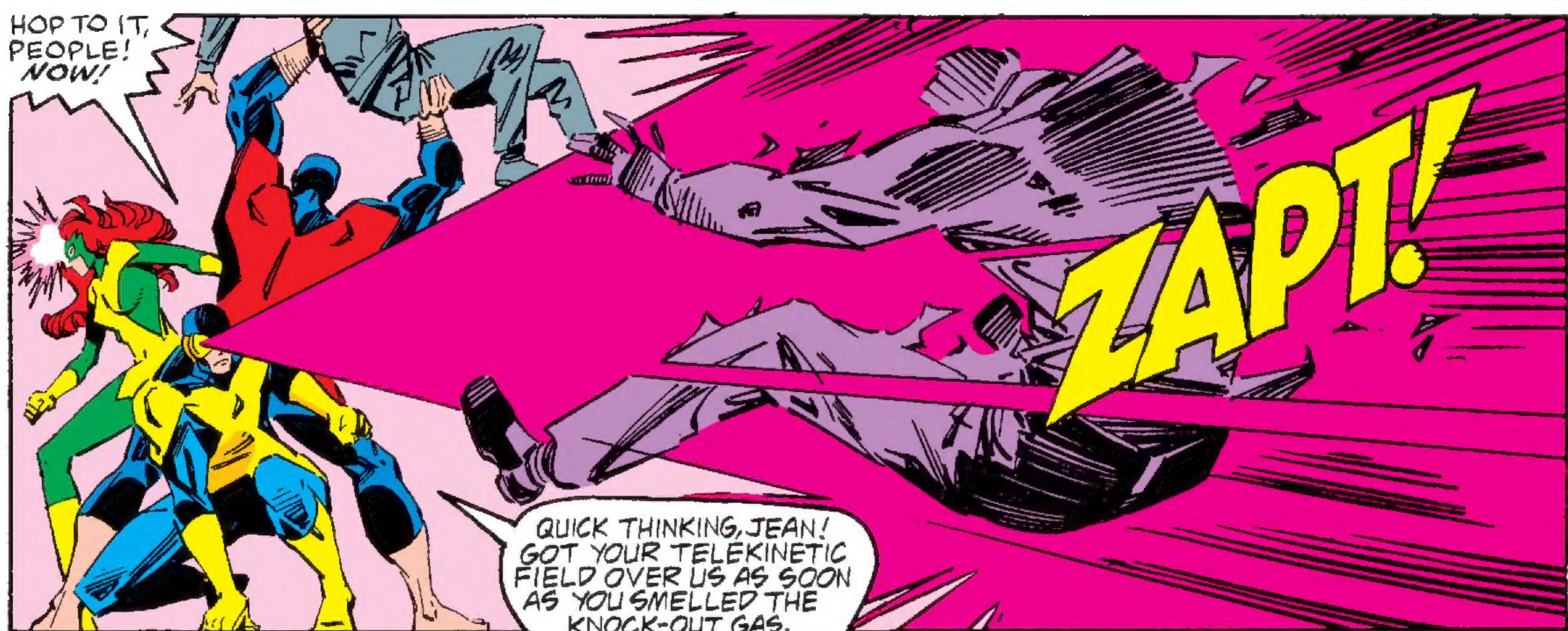
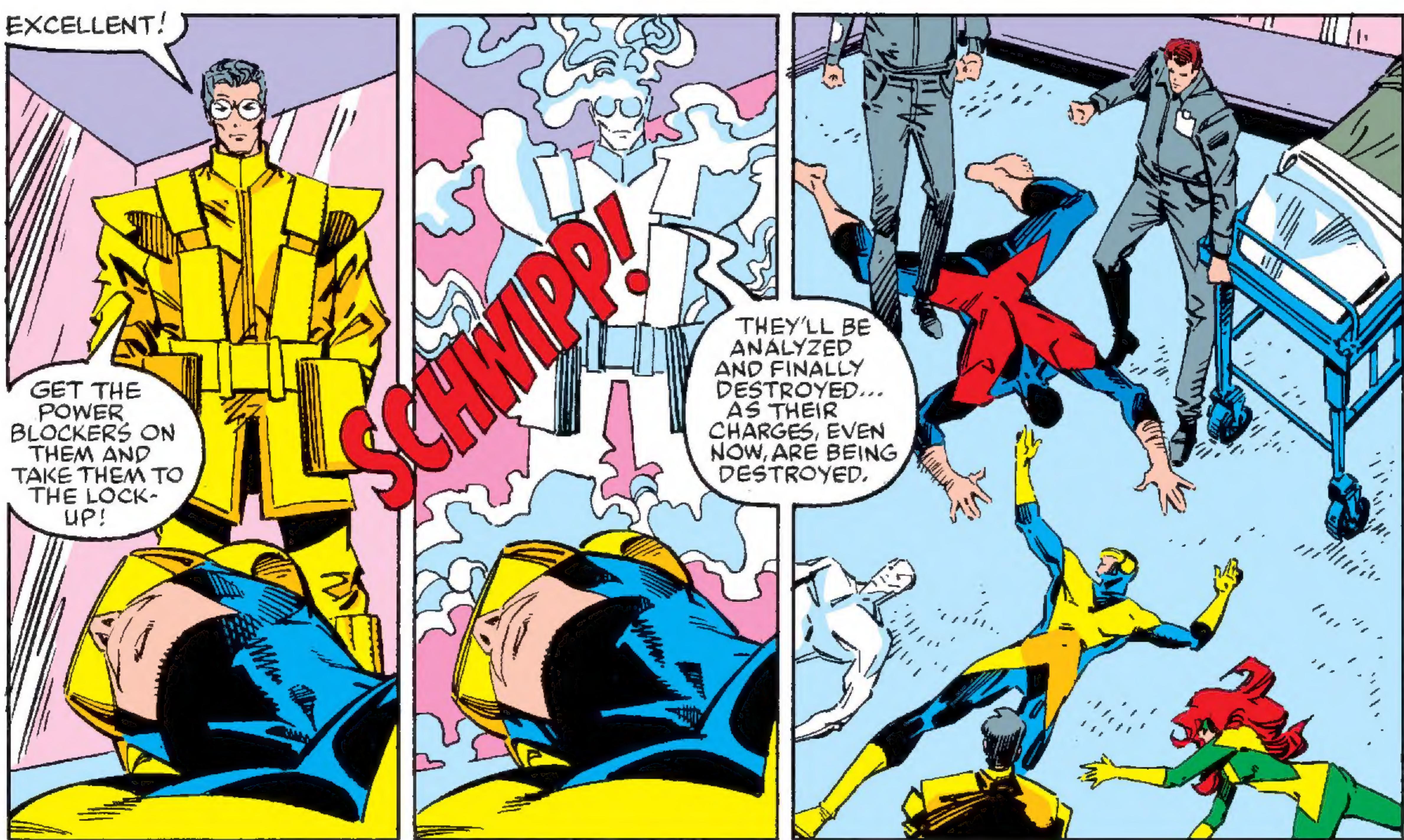
ALL WE HADTA DO
WAS FIND IT!

YEAH, RICTOR!
IT'S LIKE HANK SAYS
--MAYBE WE CAN'T
USE OUR POWERS,
BUT WE STILL
HAVE OUR
MINDS.

THEN WE BETTER START
USING THEM! WE HAVE TEN
MINUTES TO GET OURSELVES
OUTTA THIS MESS. LET'S
MAKE 'EM COUNT!







WHILE MILES ABOVE, FLOATS
THE INVISIBLE, NEAR IMPREGNA-
BLE FORTRESS OF APOCALYPSE...

THE RIGHT DOES THE
WILL OF APOCALYPSE!
THEY TEST BOTH THE
INGENUITY AND STRENGTH
OF X-FACTOR TO ITS
LIMITS.

INDEED, IT IS
POSSIBLE THAT
OUR MUTANT
HEROES WILL NOT
SURVIVE.

NOW IS THE
TIME FOR YOU,
ALSO, TO FACE
A TEST, MY
HORSEMEN!
AGAINST
DEATH...!

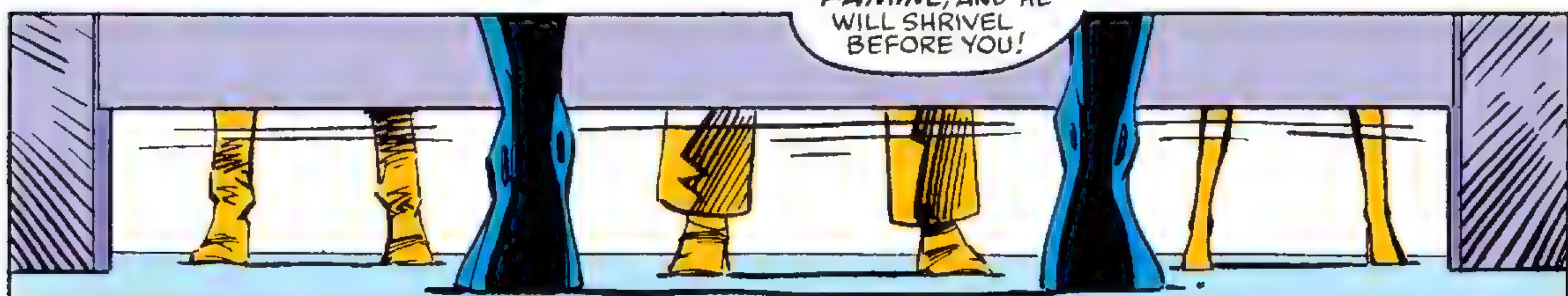
DAY BY DAY YOUR
POWERS HAVE GROWN
...AS HAVE HIS! YOU
ARE TO COMPETE,
STRENGTH AGAINST
STRENGTH!

THE LAST ONE
STANDING WILL
LEAD YOU ALL!

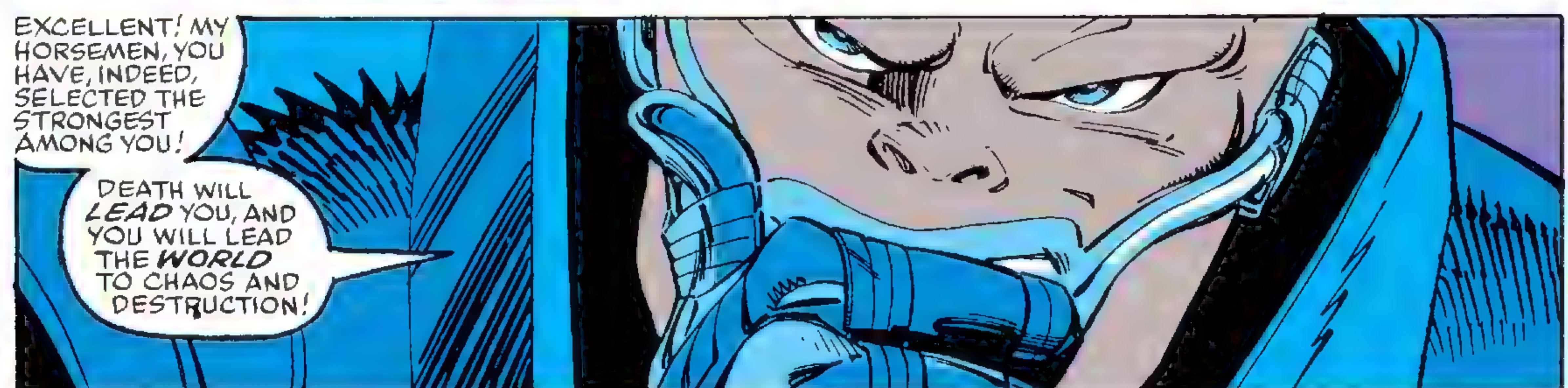
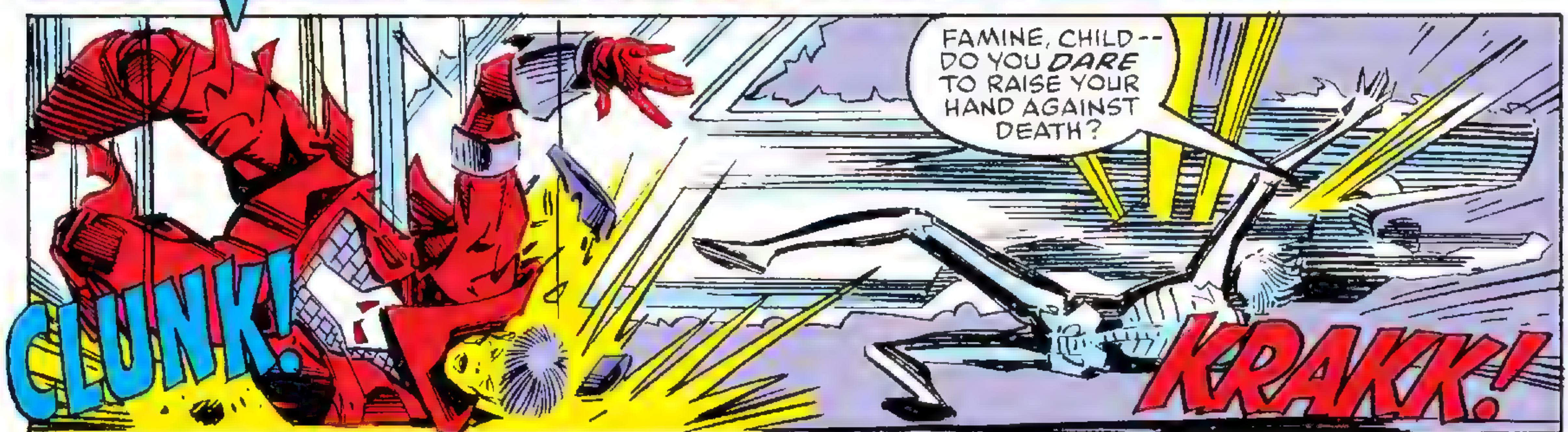
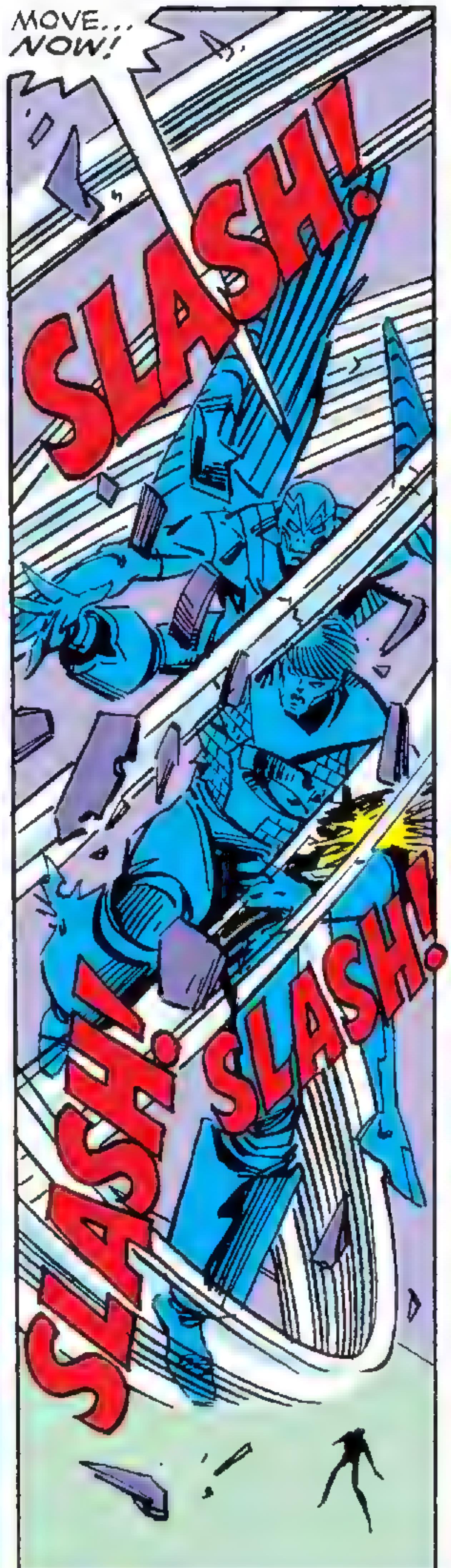
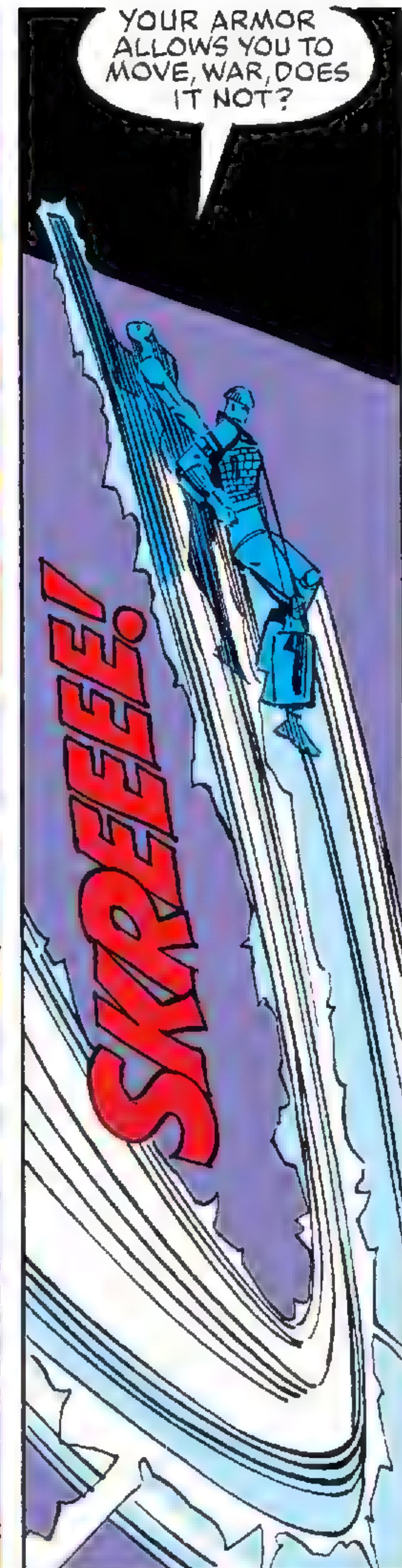
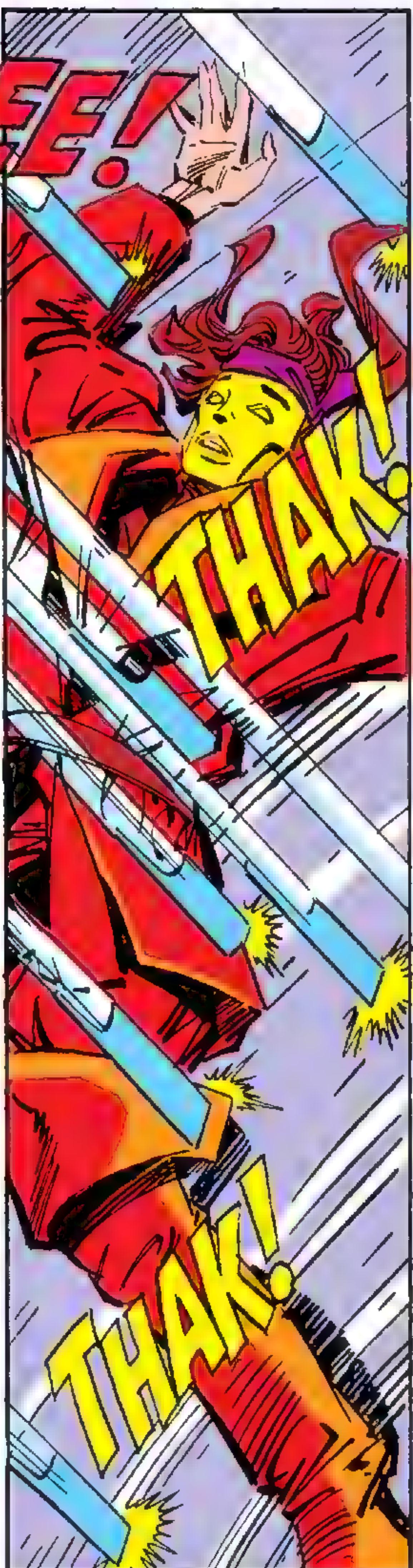
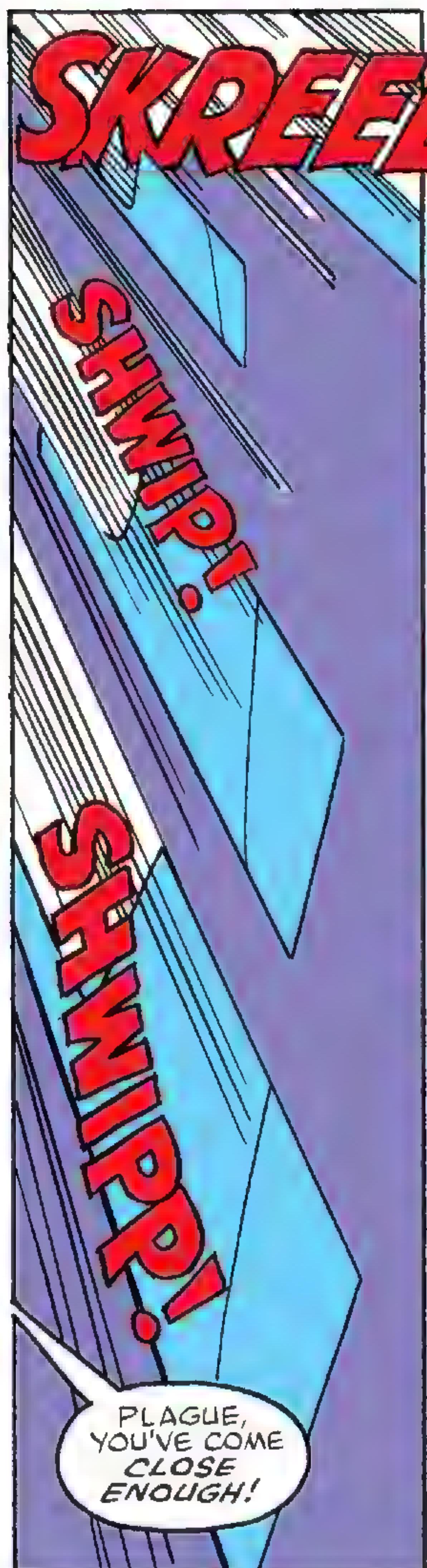
BREATHE ON
HIM, PLAGUE,
AND HE WILL
SICKEN AND
FALL!

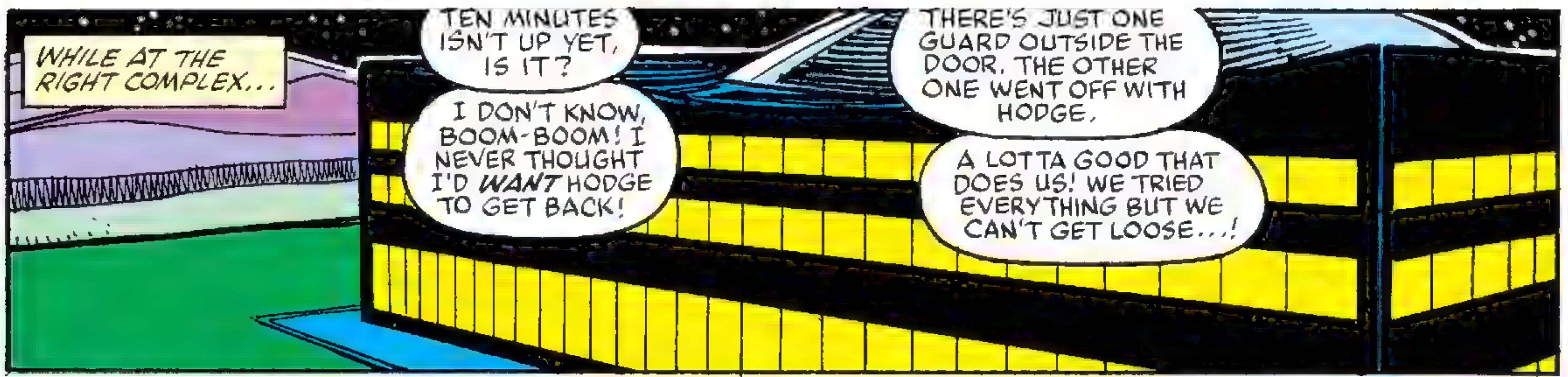
CLAP YOUR HANDS,
WAR, AND HE WILL
EXPLODE IN A SPOUT
OF NOISE AND FLAME!

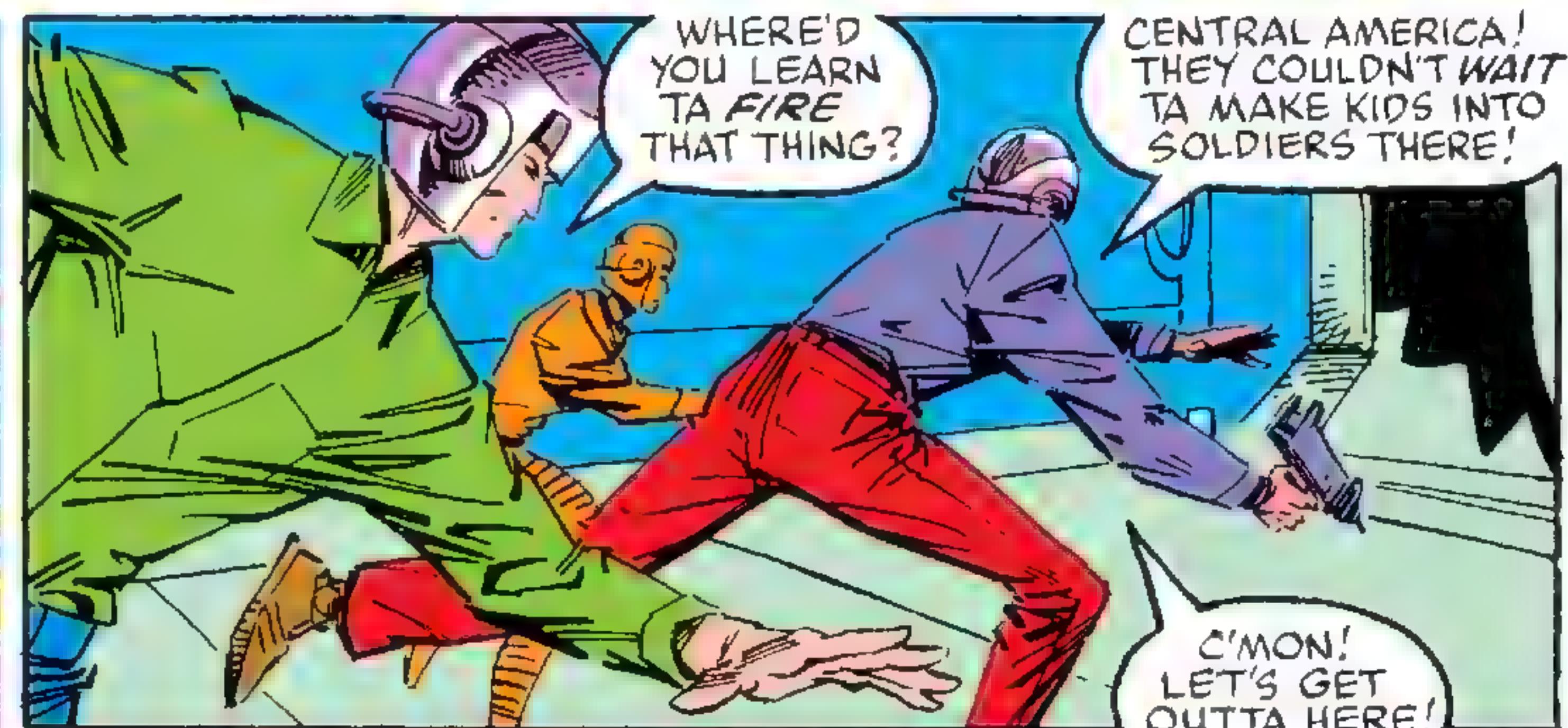
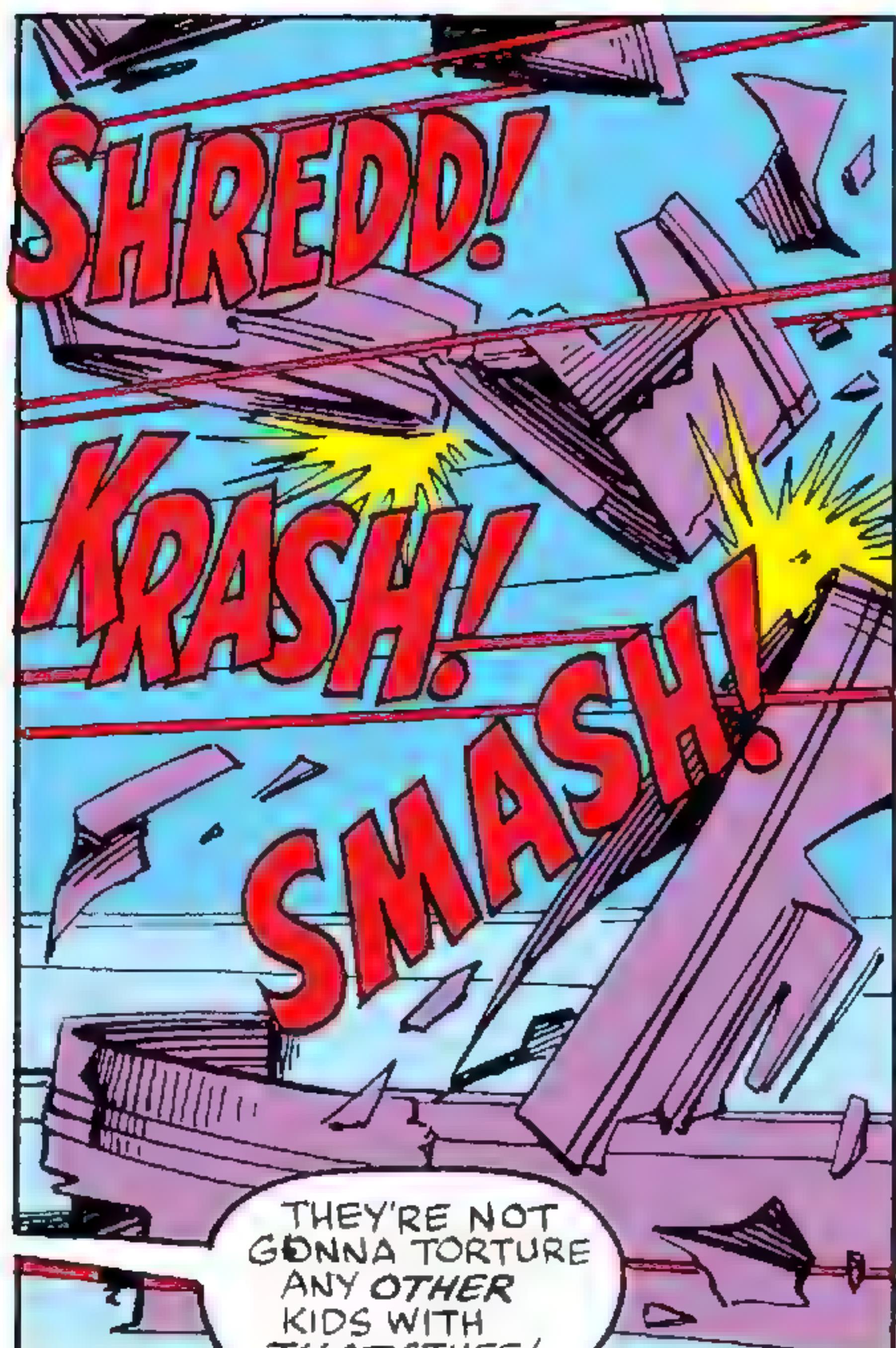
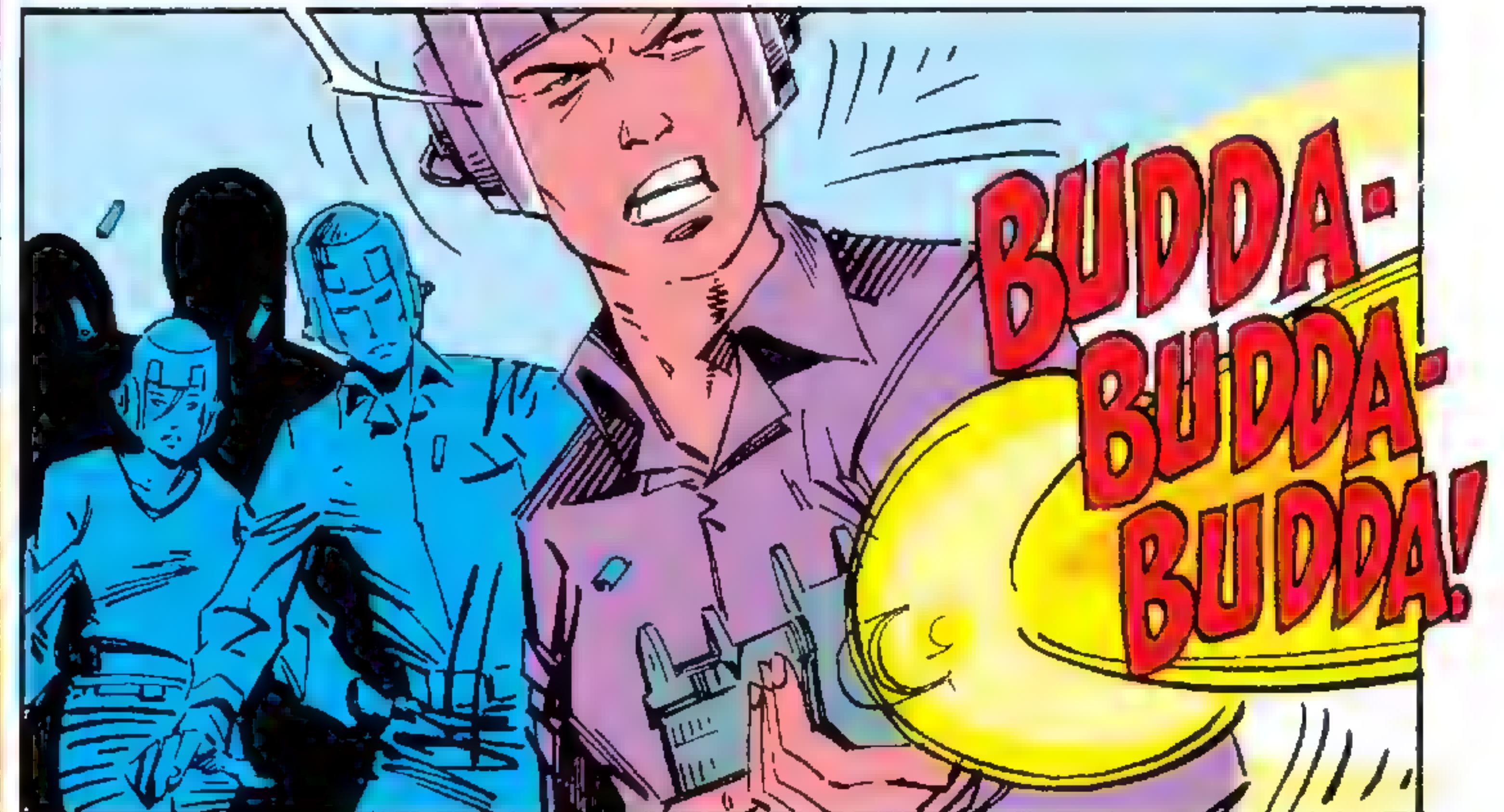
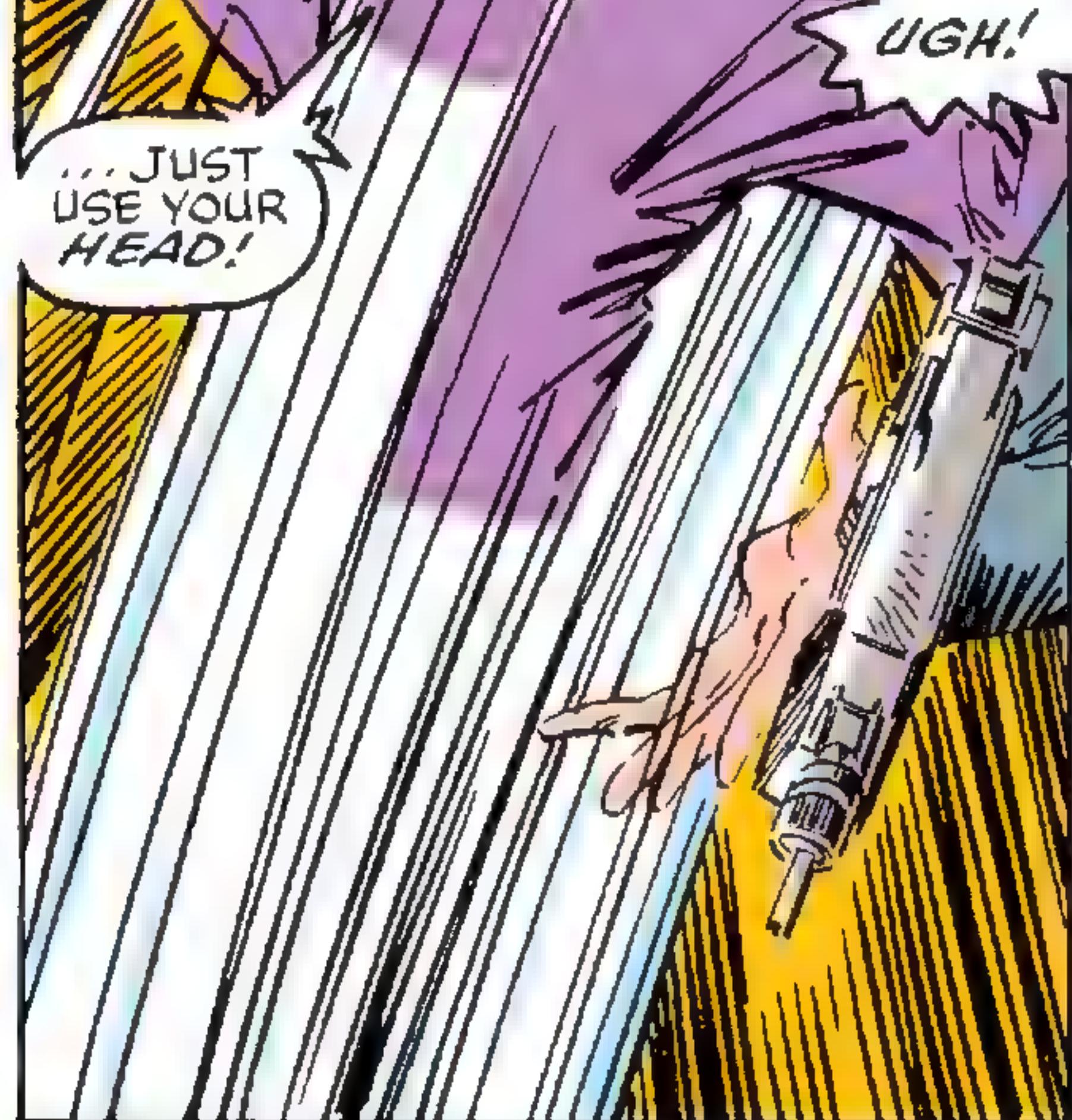
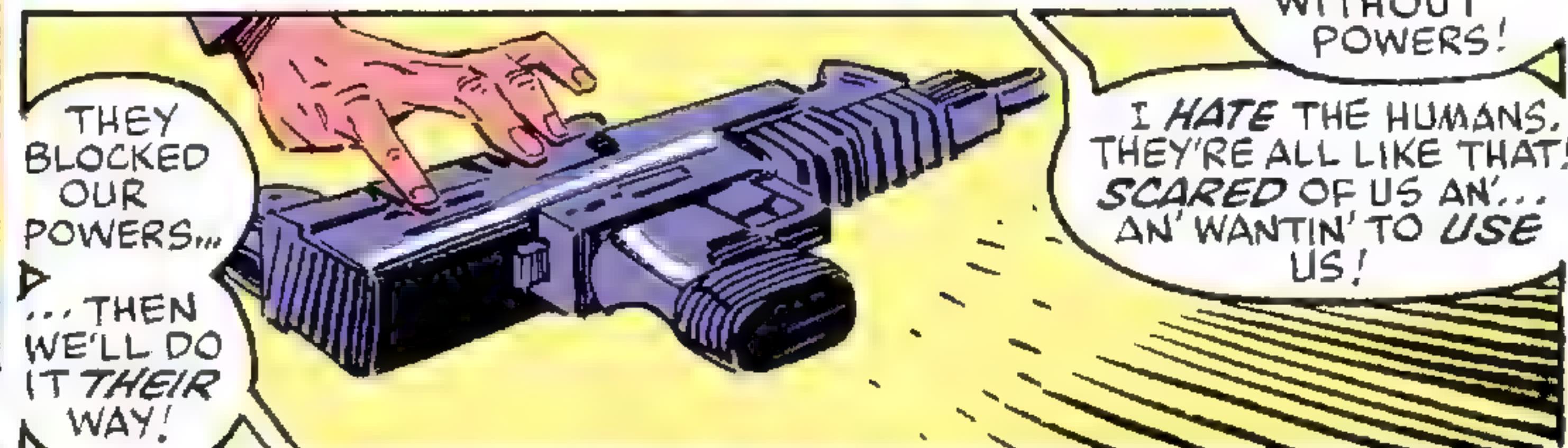
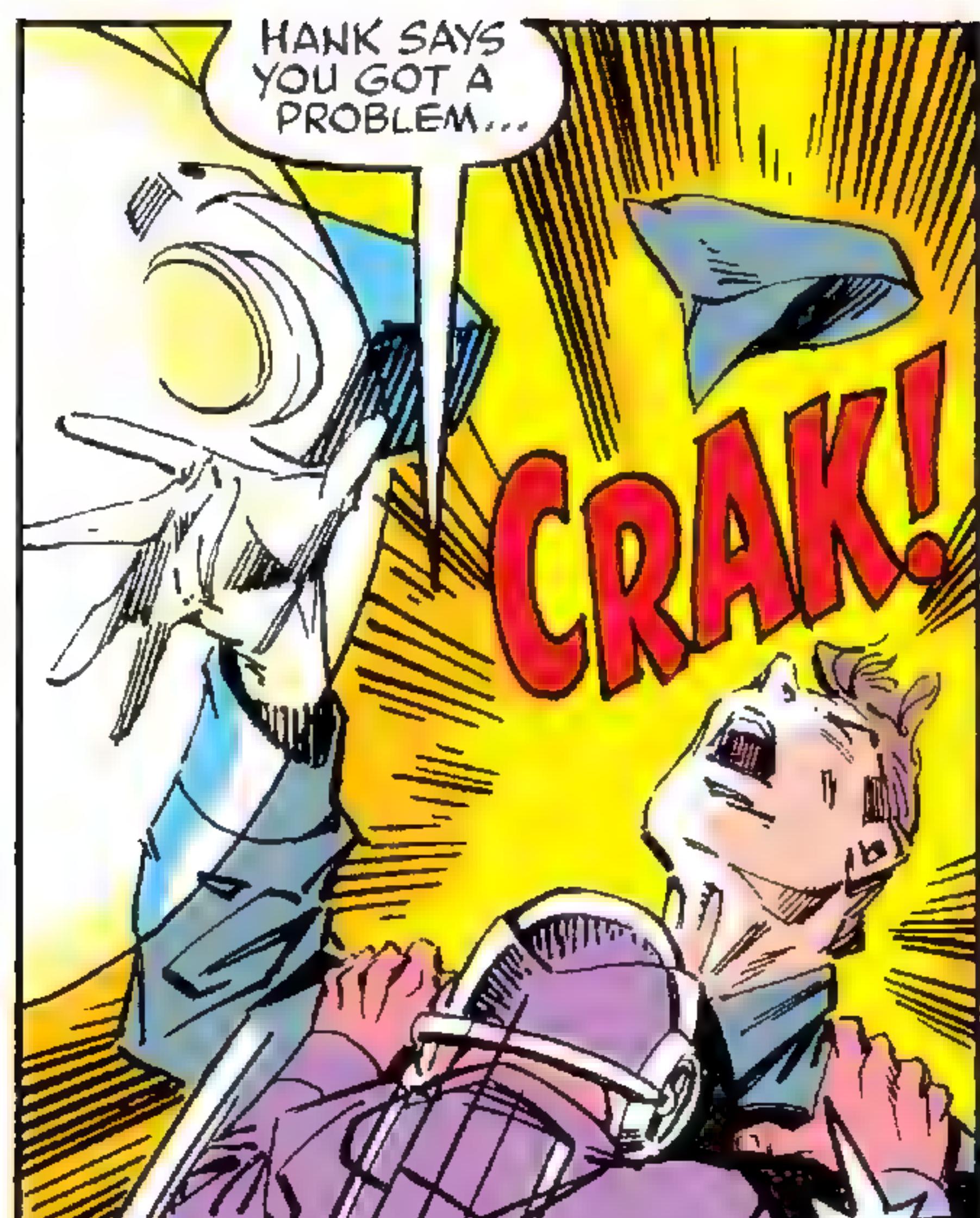
REACH OUT YOUR
HAND TO HIM,
FAMINE, AND HE
WILL SHRIVEL
BEFORE YOU!

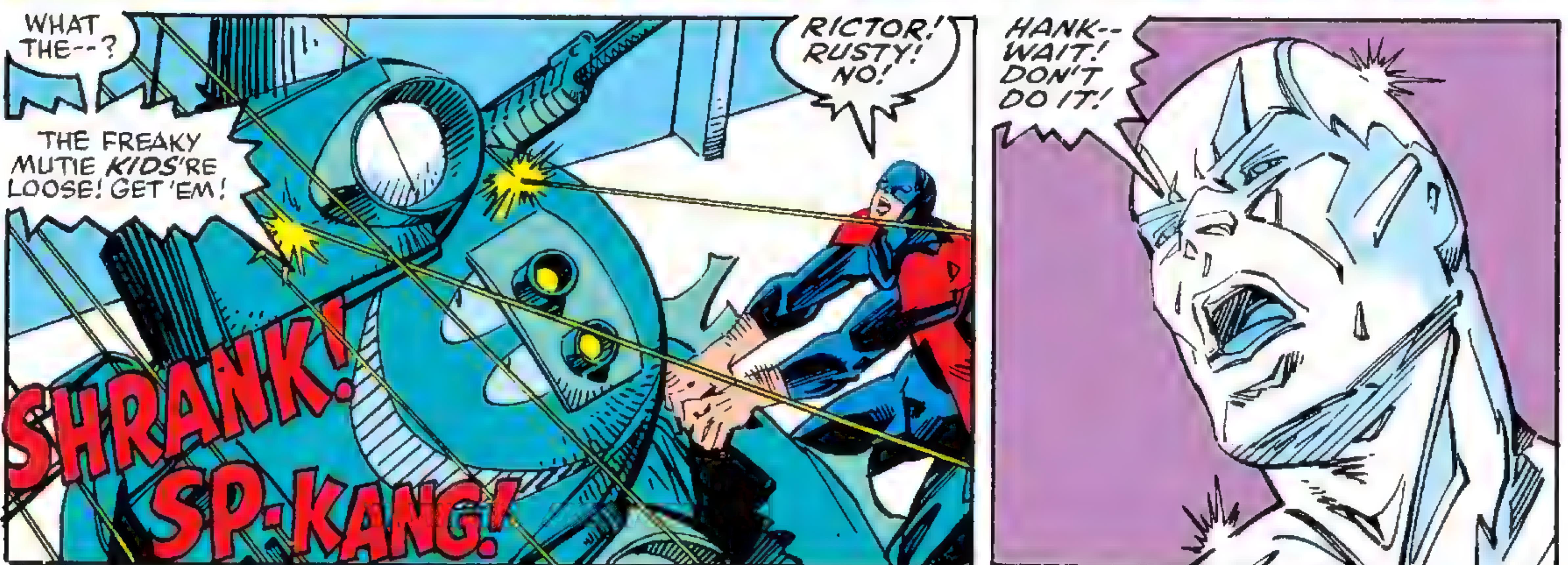
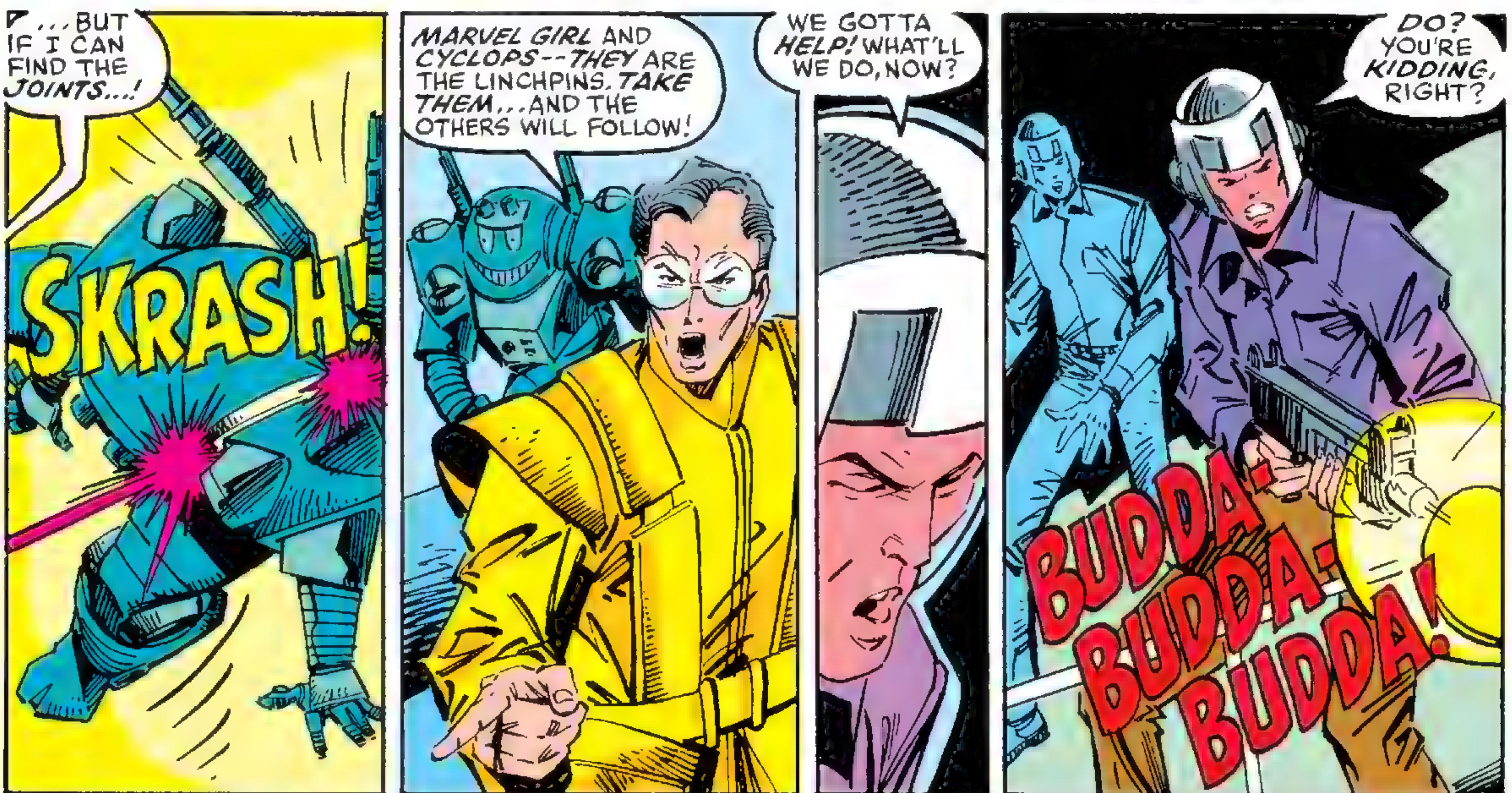
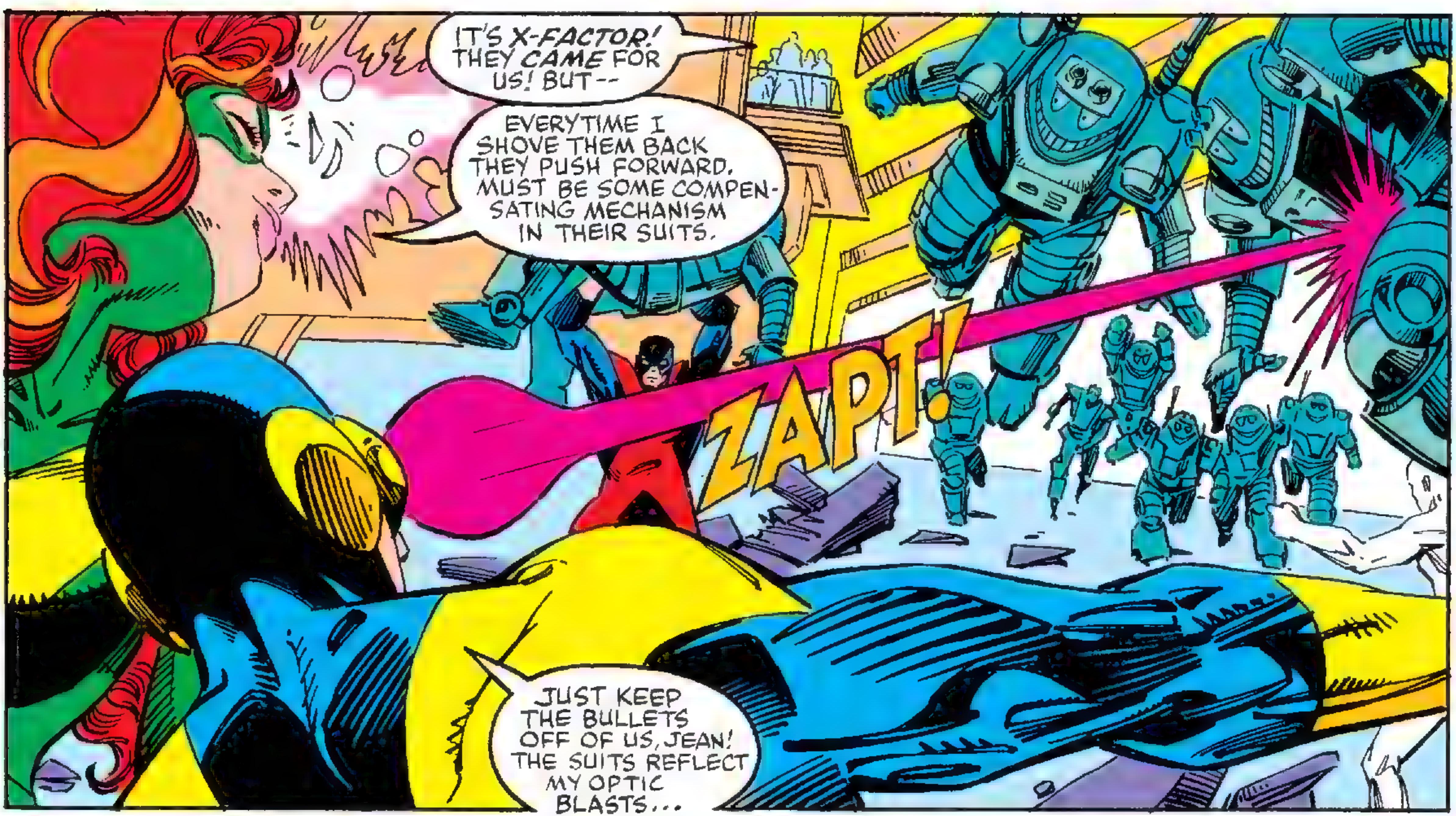


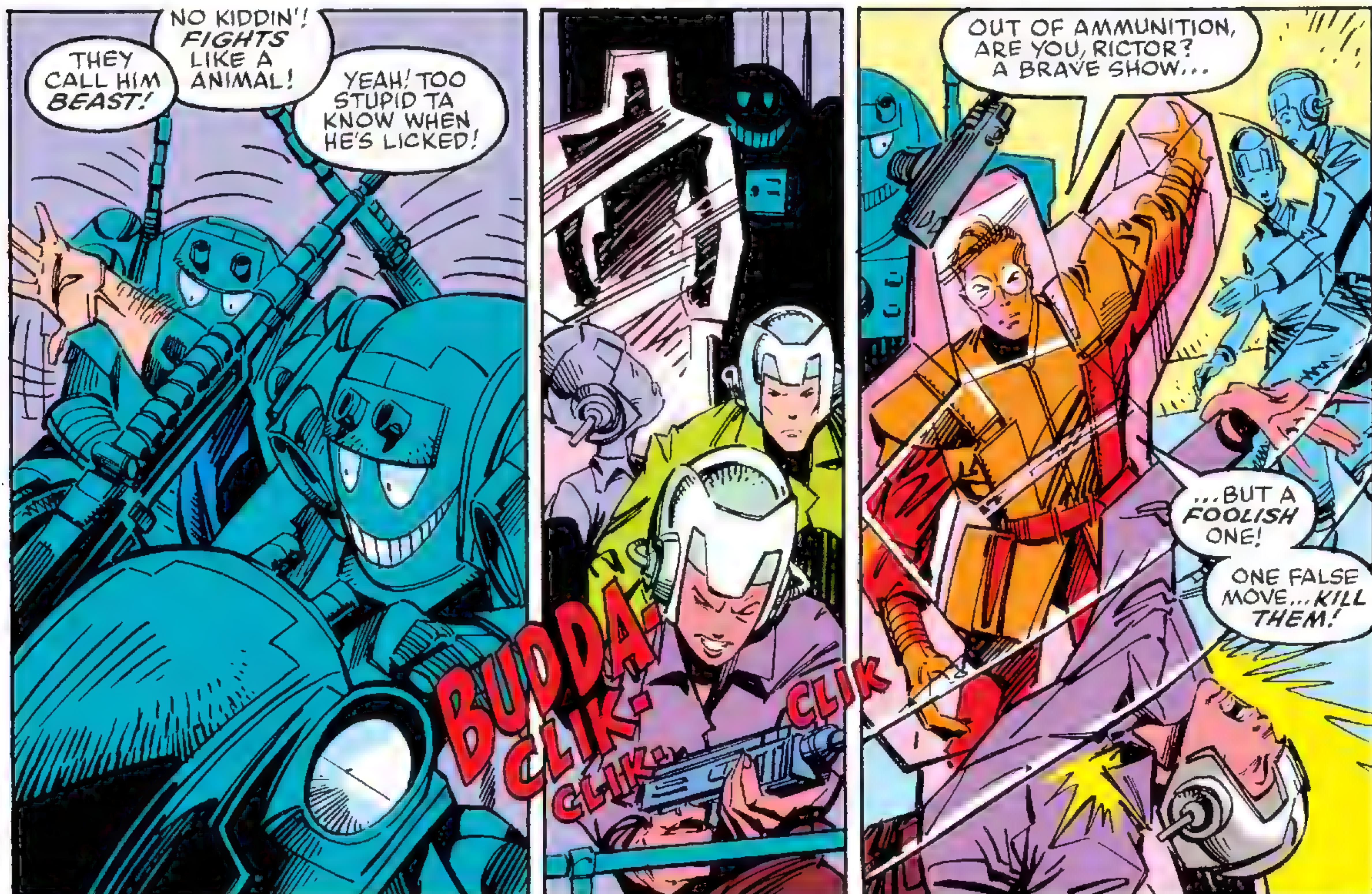
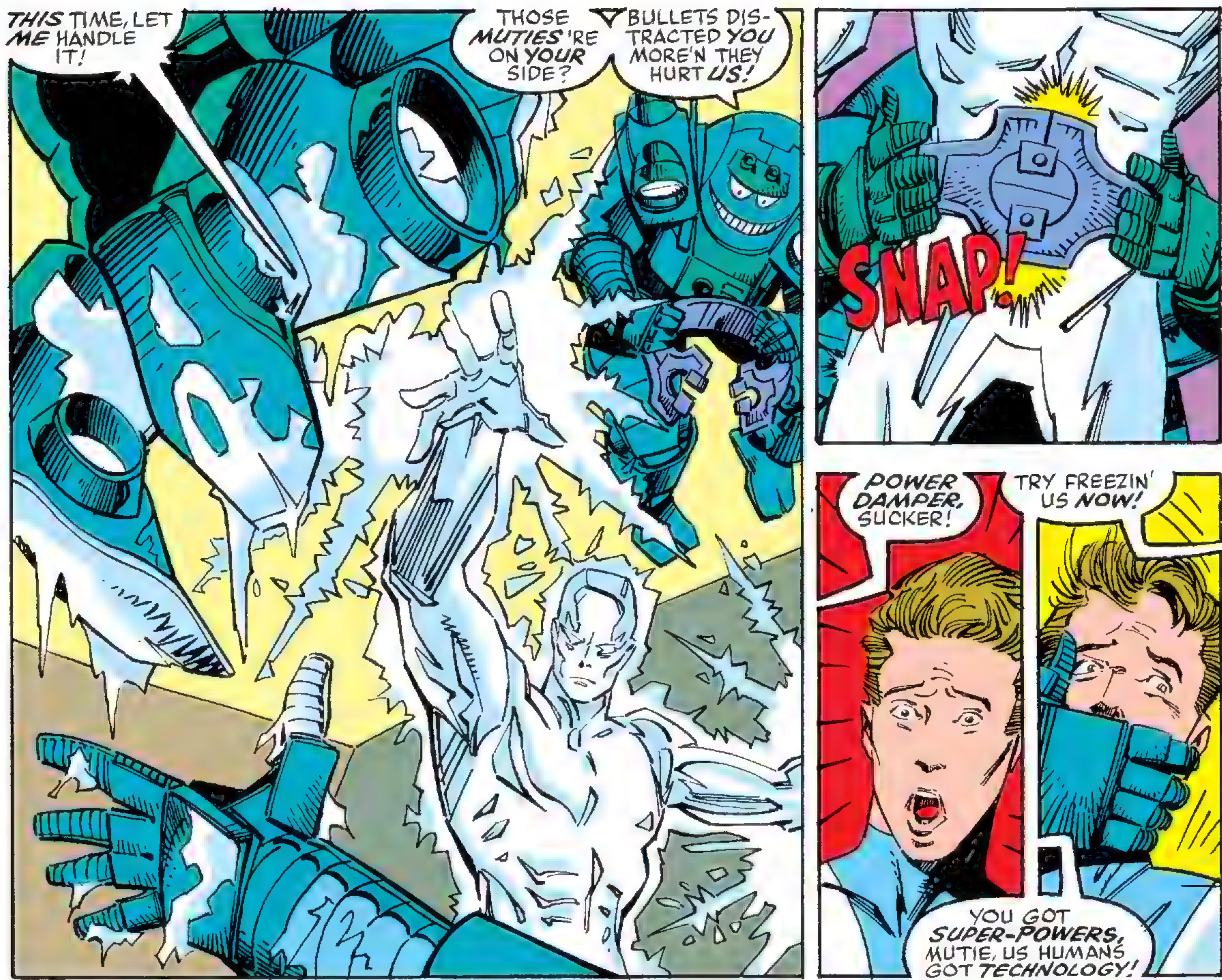


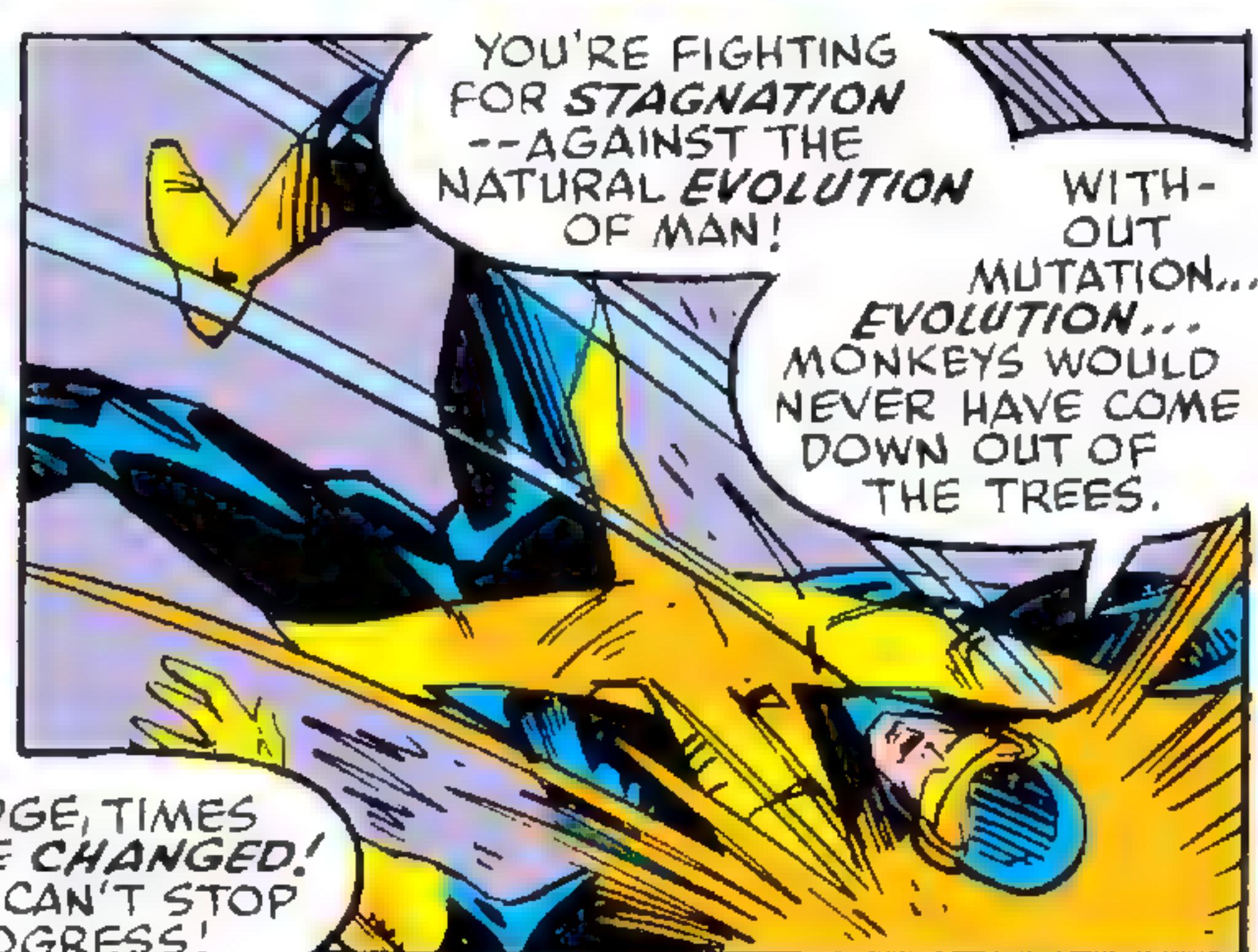
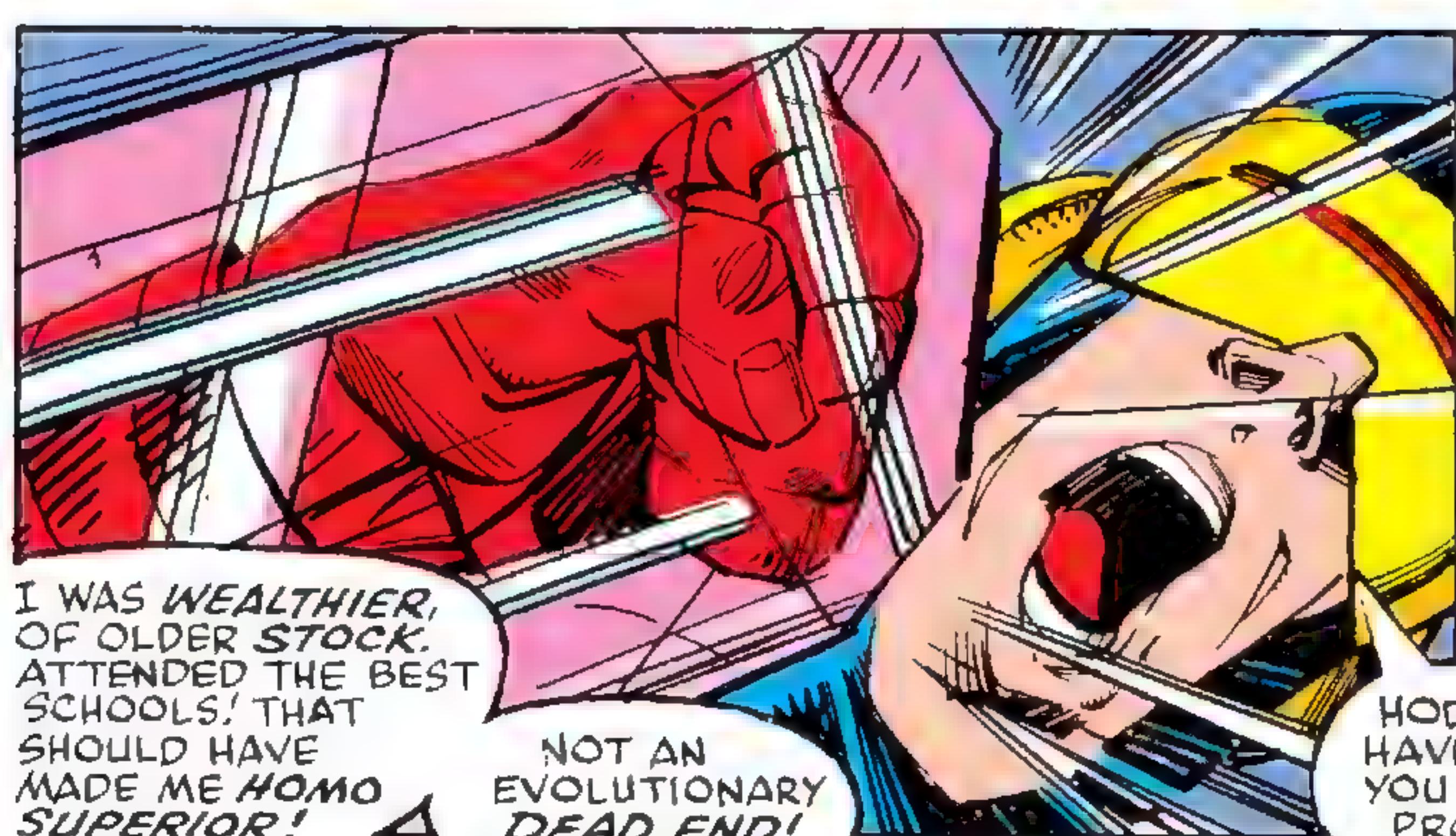
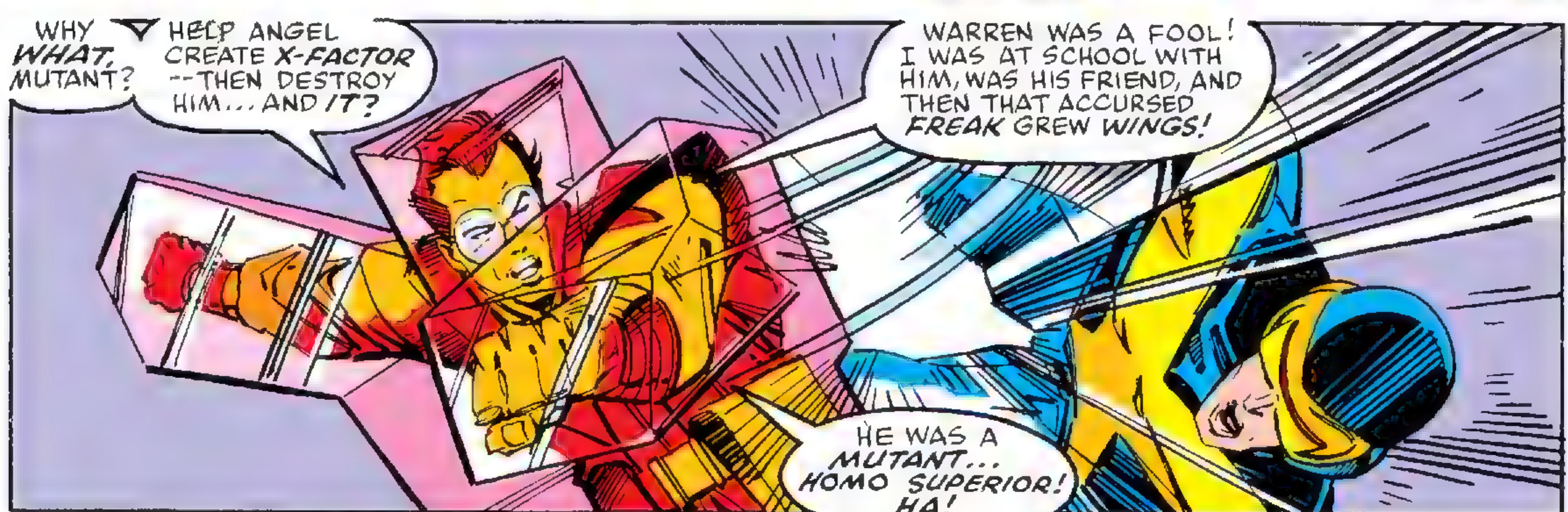
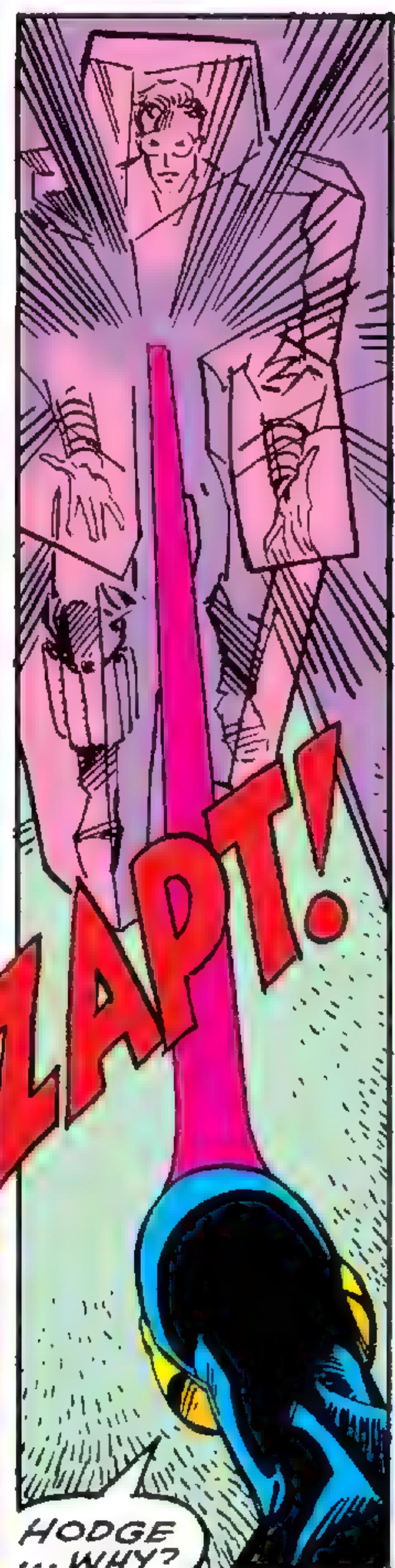
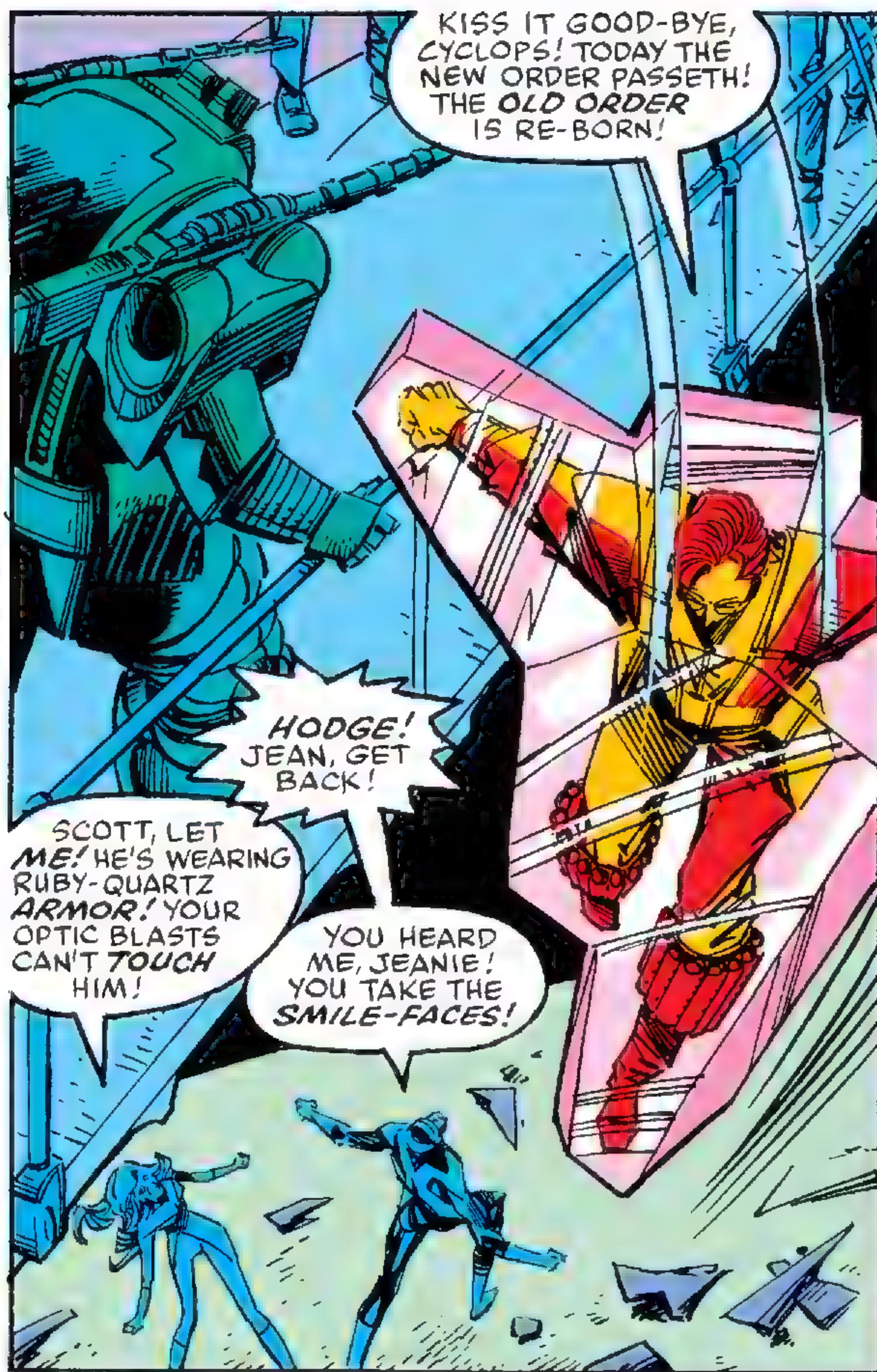












AND NOW
HOMO SAPIEN
CAGES MONKEYS...
AS HOMO
SUPERIOR--
WILL CAGE US!

HODGE--GIVE IT UP! WE
DON'T WANT TO CAGE YOU!
WE ONLY WANT TO BE
LEFT IN PEACE!

THE ARMOR'S NOT
JUST RUBY-QUARTZ!
IT'S ENHANCED!
HE'S SUPER-STRONG
AND HE WANTS TO
KILL CYKE!

I CAN'T LET
HIM! GOTTA
BREAK THROUGH
THE BLOCK ON
MY POWER!

PEACE?!?
HA-HA-HA-
HA-HA!

I WILL
GIVE YOU
ETERNAL
PEACE!

SNAPP!

NO!

WORSE NEWS, HODGE!
THIS BLOCK OF YOURS
REGULATES MY POWER!
IT GIVES ME CONTROL!

THE POWER
BLOCK WAS
BASED ON HIS
OLD POWER
STATS.

HIS POWERS
HAVE BEEN
AUGMENTED.
HE'S GROWN
TOO STRONG
FOR THAT
SHACKLE!

CRACK-
CRACK-
CRACK-

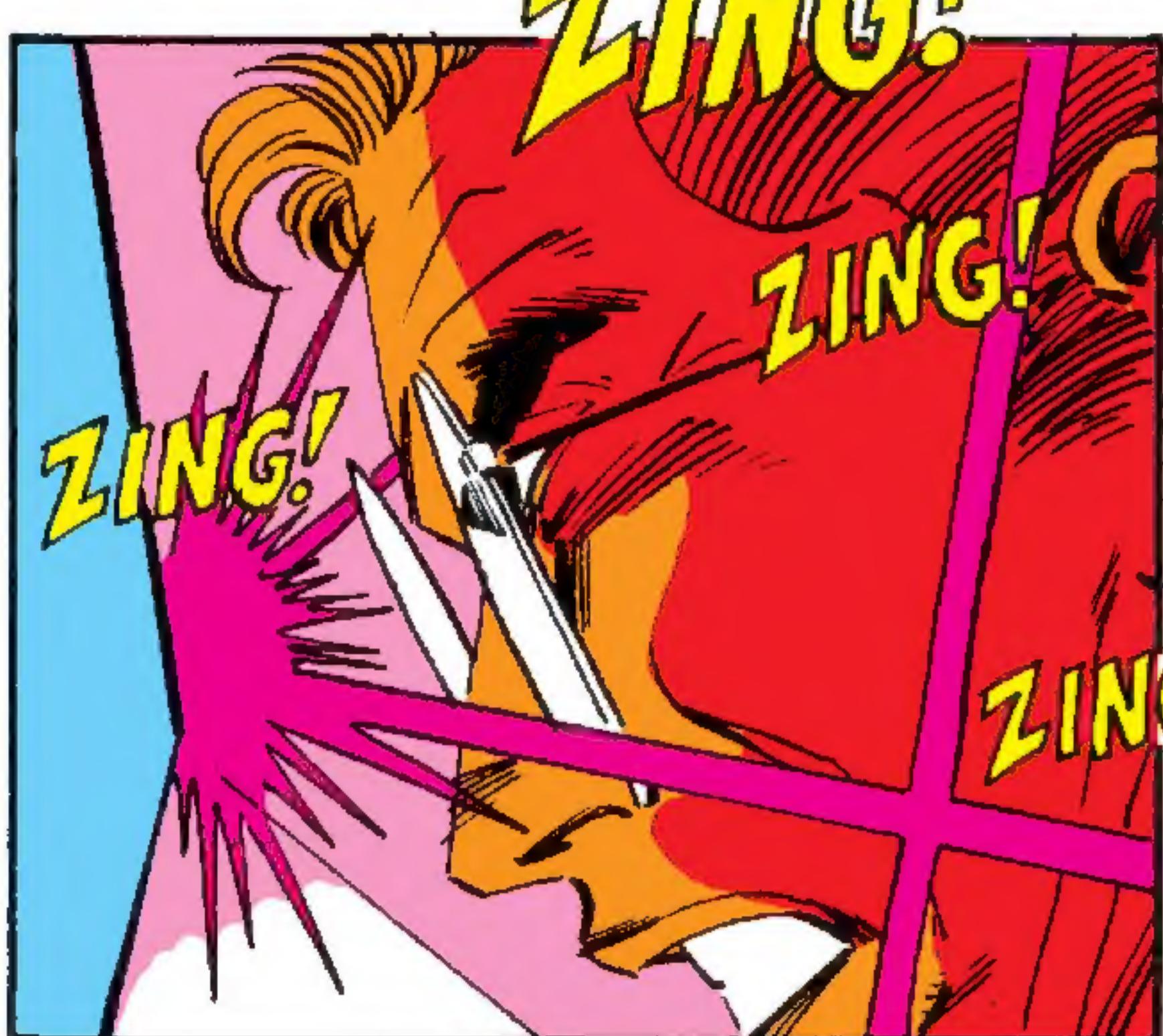
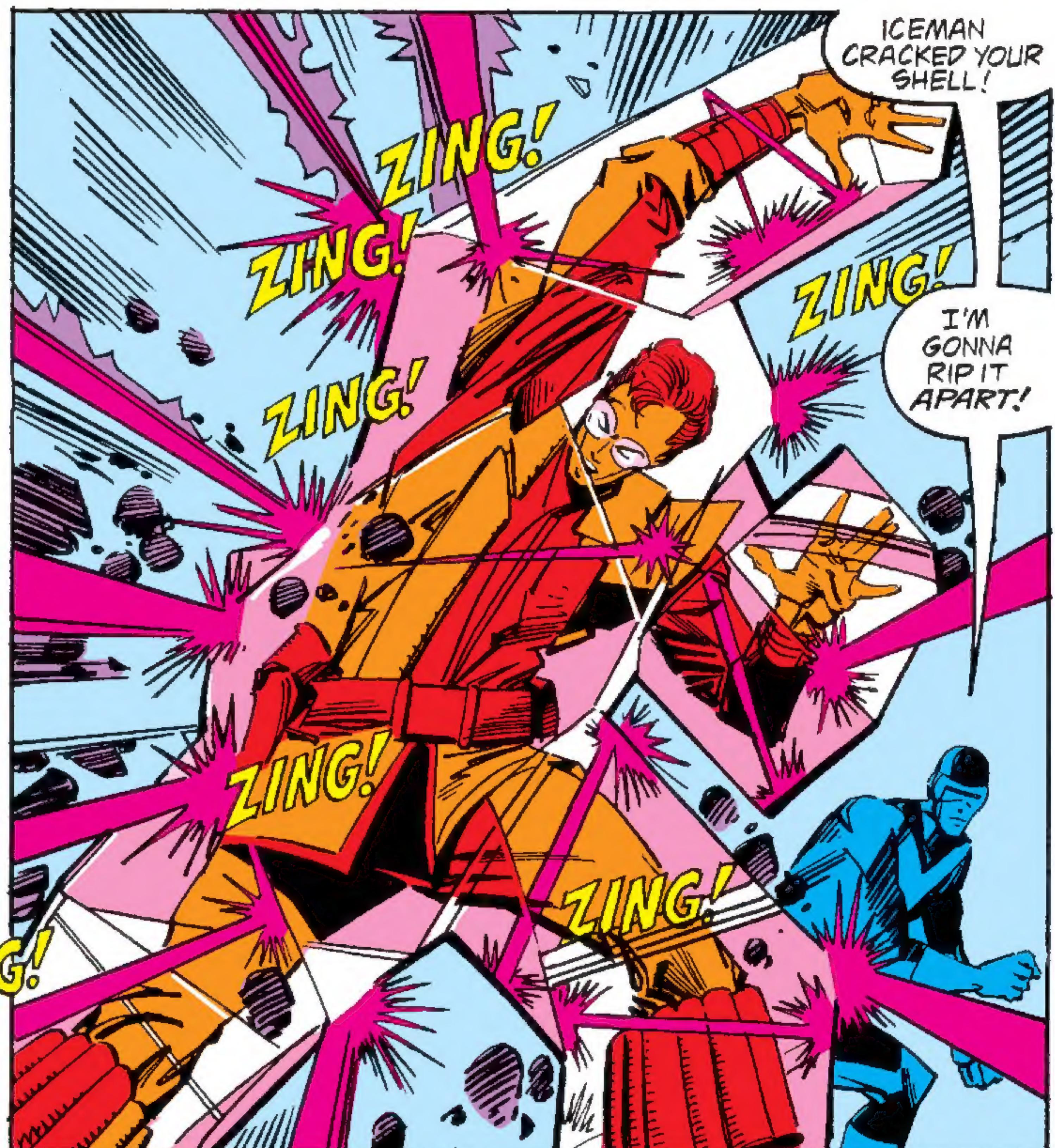
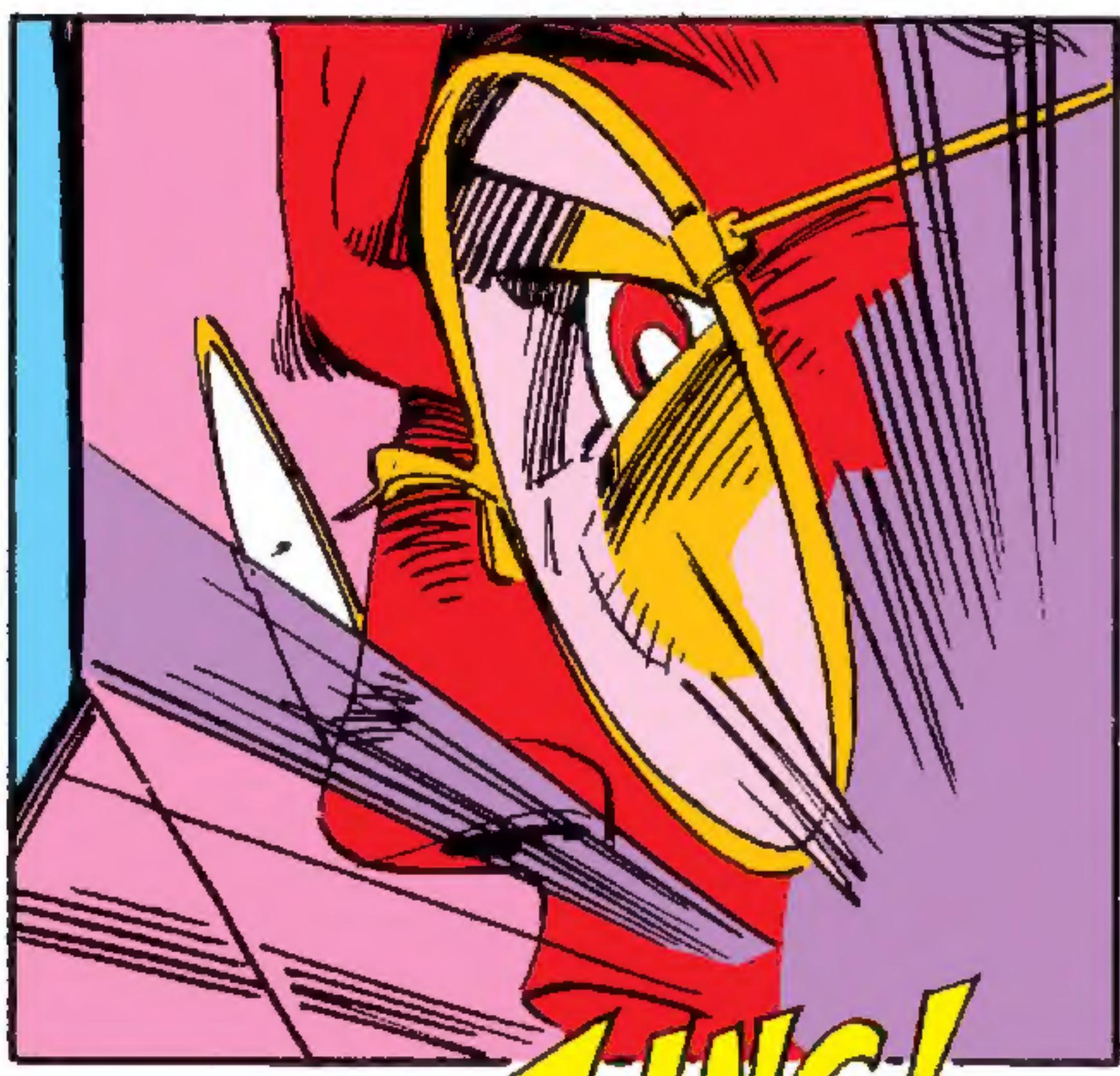
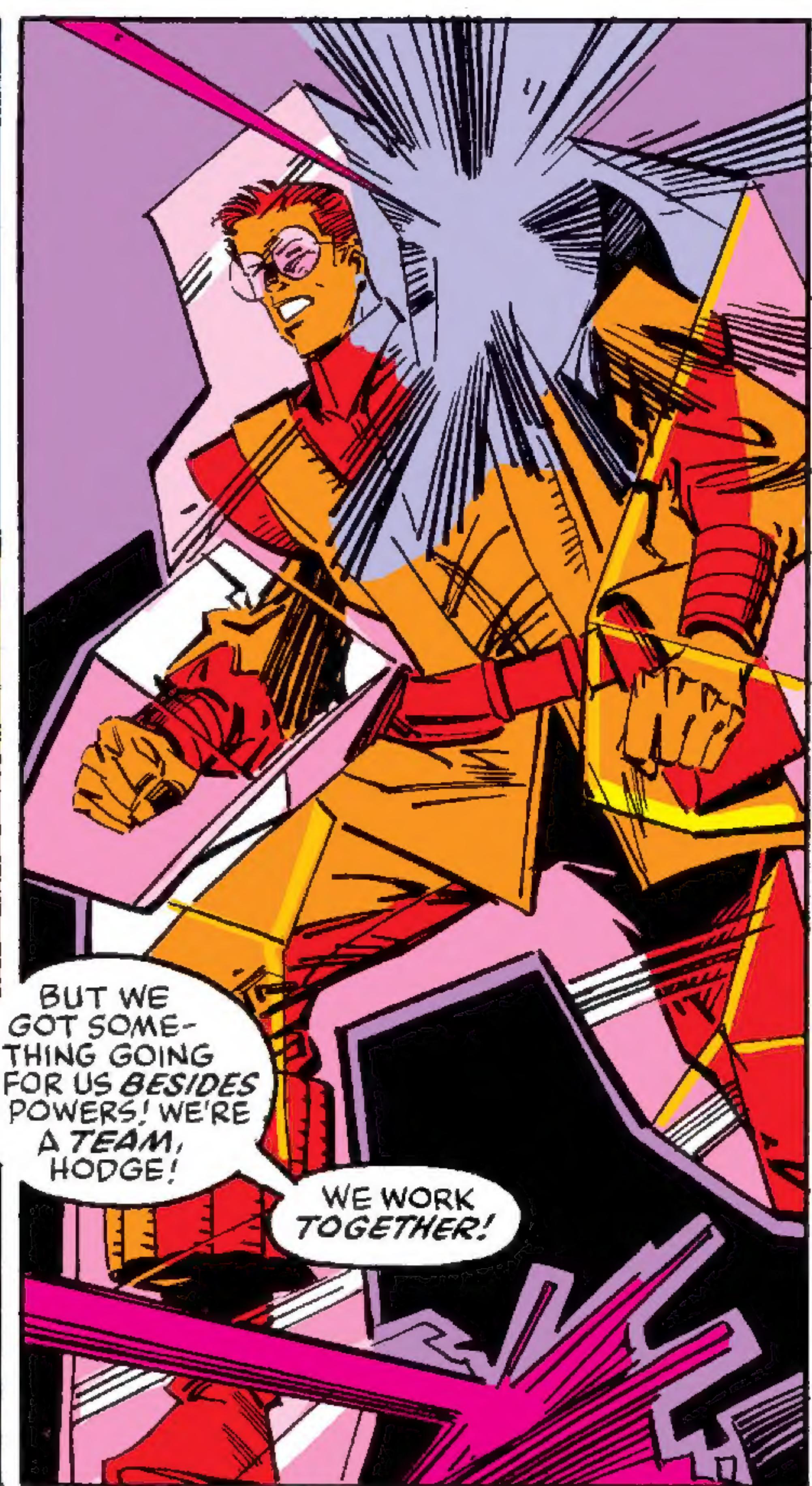
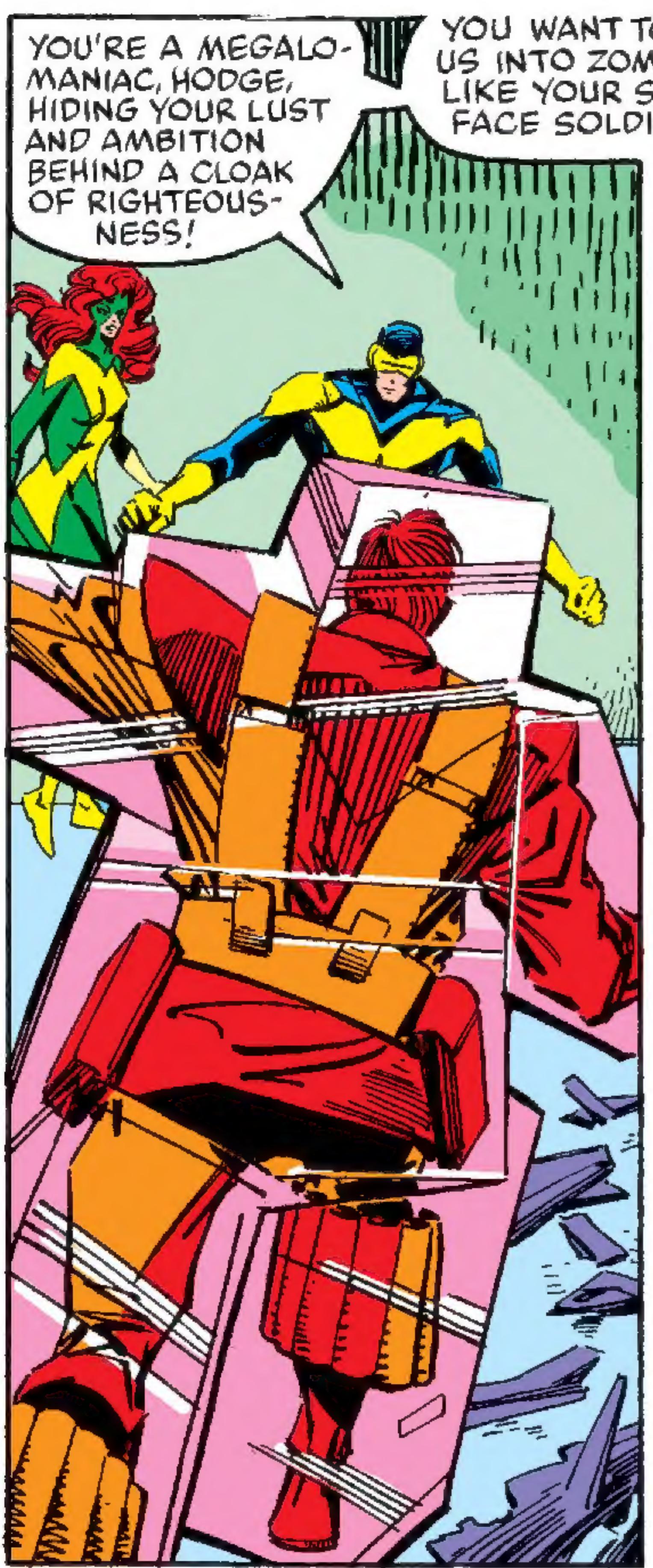
BACK,
MUTIE!

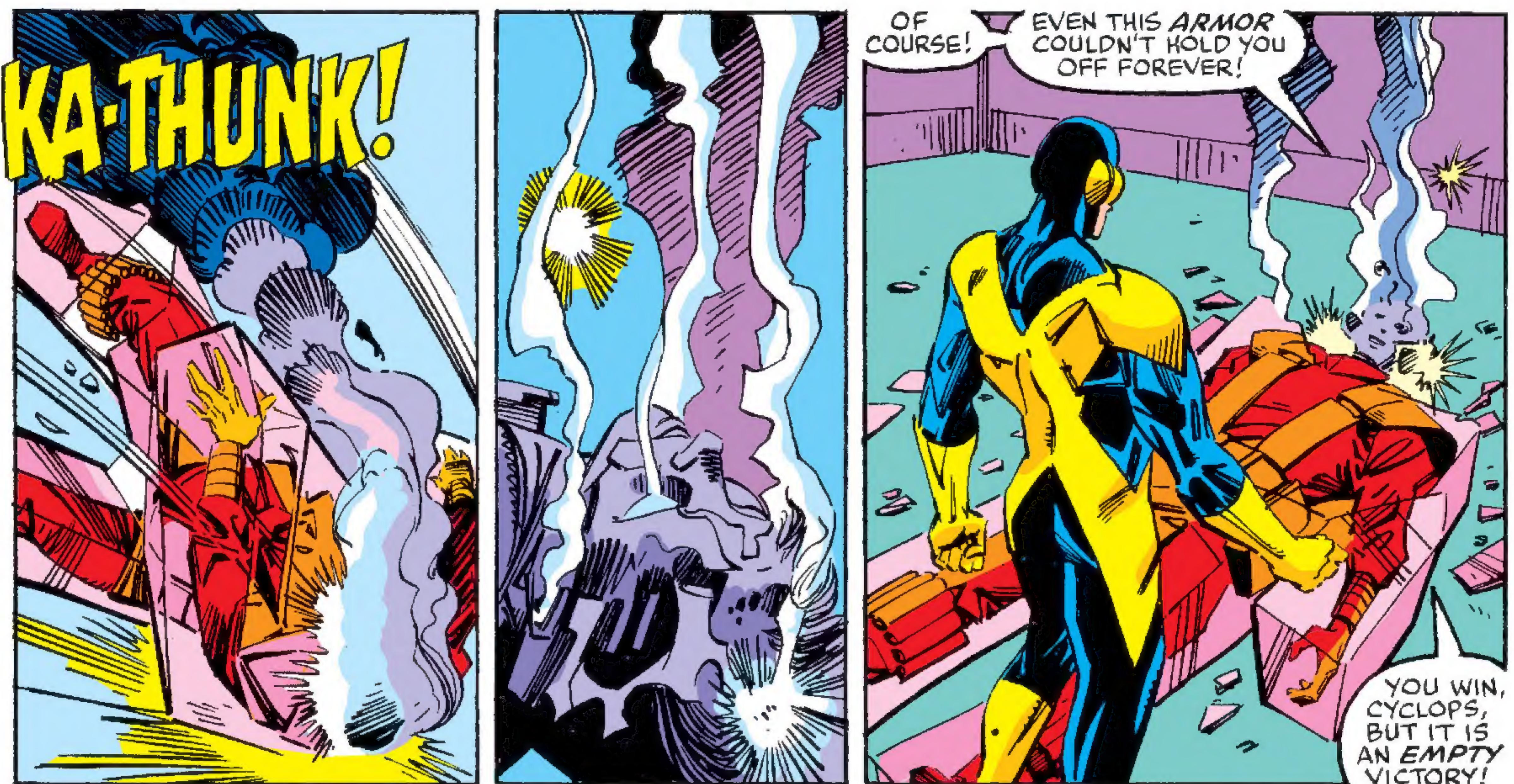
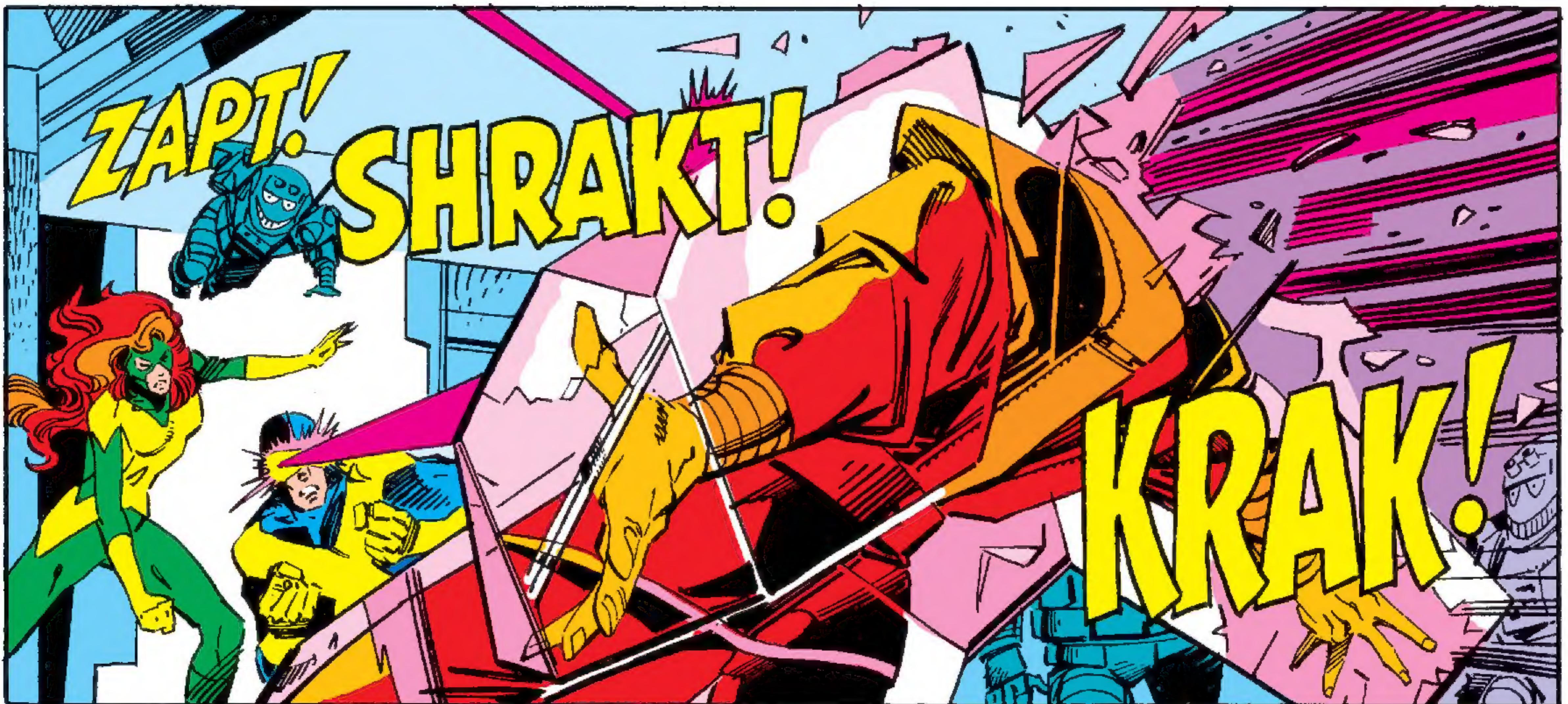
SCOTT, HE'S
TOO POWERFUL!

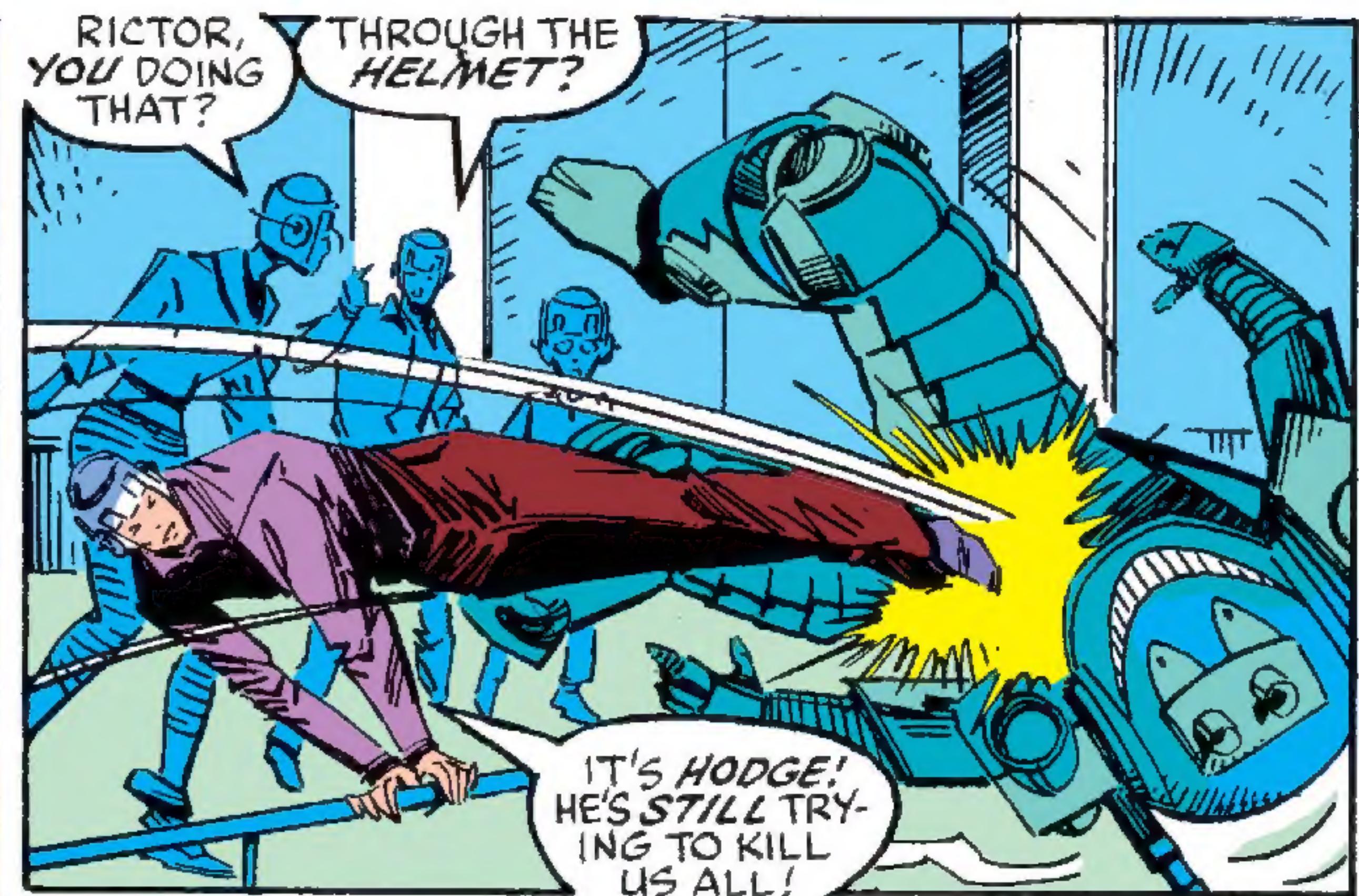
NO!
NOT ANY
MORE!

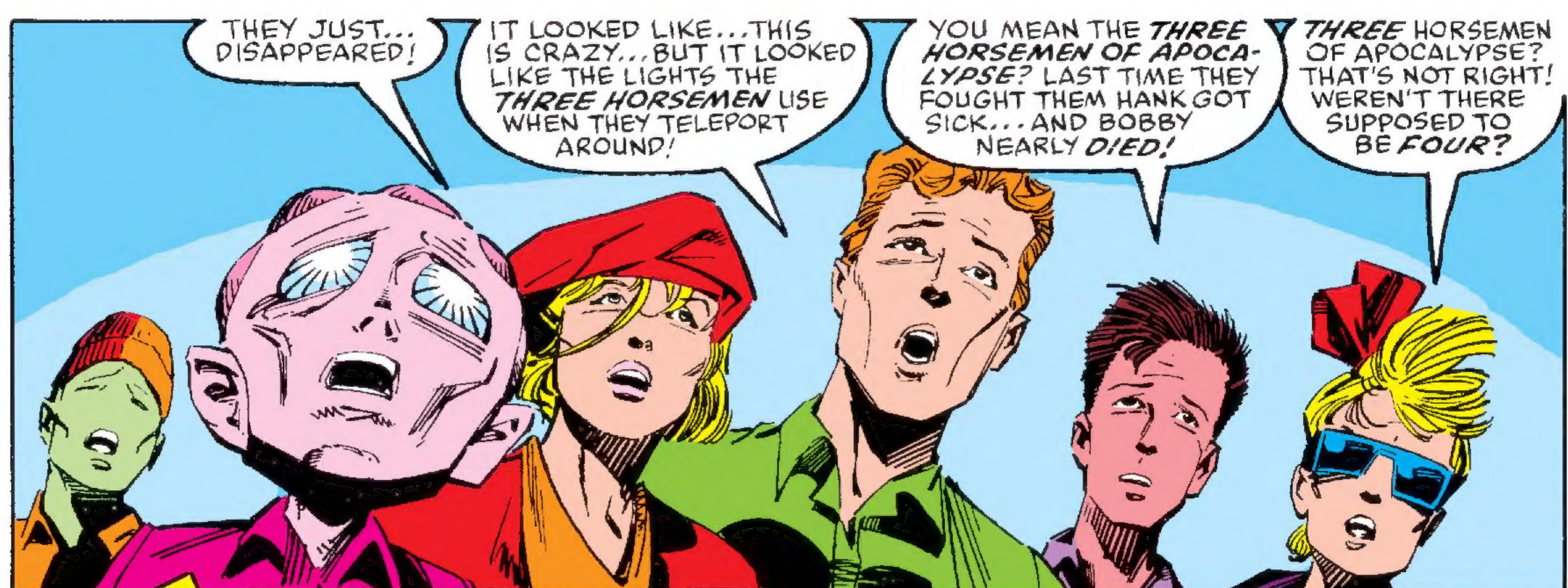
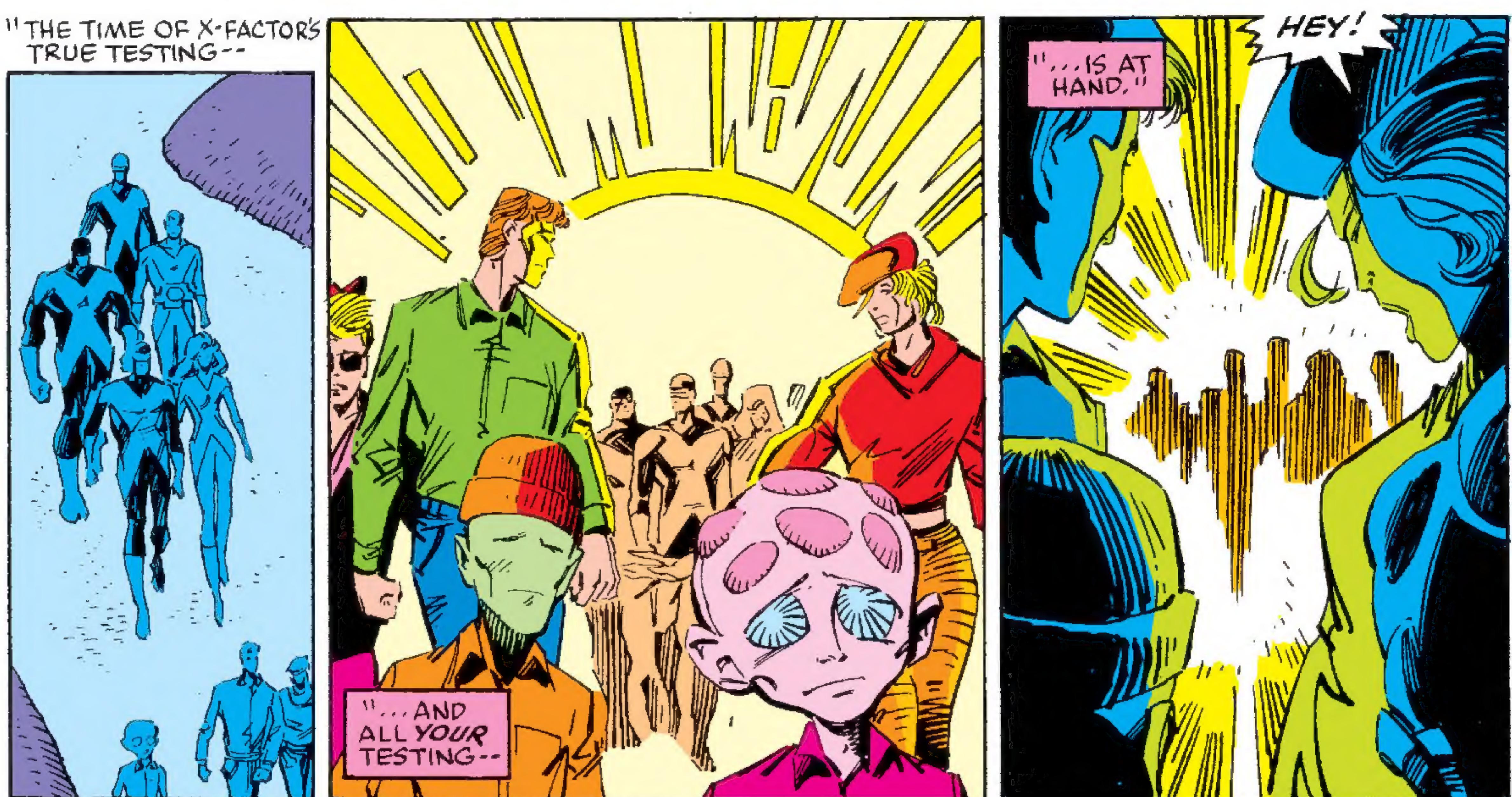
WHAP!

3









THERE WERE, BOOM-BOOM! AND NOW THERE ARE!

NEXT ISSUE: **X-FACTOR VS. APOCALYPSE AND HIS FOUR HORSEMEN--PESTILENCE, FAMINE, WAR...AND DEATH!**